

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

In re:

GENON ENERGY, INC., *et al.*,<sup>1</sup>

Debtors.

## Chapter 11

Case No. 17-33695 (DRJ)

(Jointly Administered)

**FEE STATEMENT OF KIRKLAND & ELLIS LLP  
AND KIRKLAND & ELLIS INTERNATIONAL LLP FOR  
COMPENSATION FOR SERVICES AND REIMBURSEMENT OF  
EXPENSES AS ATTORNEYS TO THE DEBTORS AND DEBTORS IN  
POSSESSION FOR THE PERIOD FROM JUNE 14, 2017, THROUGH JULY 31, 2017**

The Debtors in these chapter 11 cases, along with the last four digits of each debtor's federal tax identification number, are: GenOn Energy, Inc. (5566); GenOn Americas Generation, LLC (0520); GenOn Americas Procurement, Inc. (8980); GenOn Asset Management, LLC (1966); GenOn Capital Inc. (0053); GenOn Energy Holdings, Inc. (8156); GenOn Energy Management, LLC (1163); GenOn Energy Services, LLC (8220); GenOn Fund 2001 LLC (0936); GenOn Mid-Atlantic Development, LLC (9458); GenOn Power Operating Services MidWest, Inc. (3718); GenOn Special Procurement, Inc. (8316); Hudson Valley Gas Corporation (3279); Mirant Asia-Pacific Ventures, LLC (1770); Mirant Intellectual Asset Management and Marketing, LLC (3248); Mirant International Investments, Inc. (1577); Mirant New York Services, LLC (N/A); Mirant Power Purchase, LLC (8747); Mirant Wrightsville Investments, Inc. (5073); Mirant Wrightsville Management, Inc. (5102); MNA Finance Corp. (8481); NRG Americas, Inc. (2323); NRG Bowline LLC (9347); NRG California North LLC (9965); NRG California South GP LLC (6730); NRG California South LP (7014); NRG Canal LLC (5569); NRG Delta LLC (1669); NRG Florida GP, LLC (6639); NRG Florida LP (1711); NRG Lovett Development I LLC (6327); NRG Lovett LLC (9345); NRG New York LLC (0144); NRG North America LLC (4609); NRG Northeast Generation, Inc. (9817); NRG Northeast Holdings, Inc. (9148); NRG Potrero LLC (1671); NRG Power Generation Assets LLC (6390); NRG Power Generation LLC (6207); NRG Power Midwest GP LLC (6833); NRG Power Midwest LP (1498); NRG Sabine (Delaware), Inc. (7701); NRG Sabine (Texas), Inc. (5452); NRG San Gabriel Power Generation LLC (0370); NRG Tank Farm LLC (5302); NRG Wholesale Generation GP LLC (6495); NRG Wholesale Generation LP (3947); NRG Willow Pass LLC (1987); Orion Power New York GP, Inc. (4975); Orion Power New York LP, LLC (4976); Orion Power New York, L.P. (9521); RRI Energy Broadband, Inc. (5569); RRI Energy Channelview (Delaware) LLC (9717); RRI Energy Channelview (Texas) LLC (5622); RRI Energy Channelview LP (5623); RRI Energy Communications, Inc. (6444); RRI Energy Services Channelview LLC (5620); RRI Energy Services Desert Basin, LLC (5991); RRI Energy Services, LLC (3055); RRI Energy Solutions East, LLC (1978); RRI Energy Trading Exchange, Inc. (2320); and RRI Energy Ventures, Inc. (7091). The Debtors' service address is: 804 Carnegie Center, Princeton, New Jersey 08540.

Name of Applicant:	Kirkland & Ellis LLP and Kirkland & Ellis International LLP	
Applicant’s Role in Case:	Attorneys to the Debtors-in-Possession	
Date Order of Employment Signed:	July 13, 2017 [Docket No. 234]	
	Beginning of Period	End of Period
Time period covered by this statement:	6/14/17	7/31/17
Summary of Total Fees and Expenses Requested:		
Total fees requested in this statement:	\$3,492,986.40 (80% of \$4,366,233.00)	
Total expenses requested in this statement:	\$238,903.43	
Total fees and expenses requested in this statement (inclusive of holdback amount):	\$4,605,136.43	
Summary of Attorney Fees Requested:		
Total attorney fees requested in this statement:	\$4,189,498.50	
Total actual attorney hours covered by this statement:	4,535.20	
Average hourly rate for attorneys:	\$923.77	
Summary of Paraprofessional Fees Requested:		
Total paraprofessional fees requested in this statement:	\$176,734.50	
Total actual paraprofessional hours covered by this statement:	566.70	
Average hourly rate for paraprofessionals:	\$311.87	

Pursuant to sections 327, 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and rule 2016-1 of the Bankruptcy Local Rules for the Southern District of Texas (the “Bankruptcy Local Rules”), the *Amended Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective Nunc Pro Tunc to the Petition Date* [Docket No. 234], the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* [Docket No. 228] (the “Interim Compensation Order”), the law firm of Kirkland & Ellis LLP and Kirkland & Ellis International LLP (together, “K&E”), attorneys for GenOn Energy, Inc. and certain of its affiliates, as debtors and debtors in possession (collectively, the “Debtors”), hereby files this monthly fee statement

(this “Monthly Fee Statement”) for (i) compensation in the amount of \$3,492,986.40 for the reasonable and necessary legal services K&E rendered to the Debtors from payment of compensation for professional services rendered to the Debtors from June 14, 2017, through and including July 31, 2017 (the “Fee Period”) (80% of \$4,366,233.00) and (ii) reimbursement for the actual and necessary expenses that K&E incurred, in the amount of \$238,903.43 during the Fee Period.

### **Itemization of Services Rendered and Disbursements Incurred**

1. In support this Monthly Fee Statement, attached are the following exhibits:
  - **Exhibit A** is a schedule of the number of hours expended and fees incurred (on an aggregate basis) by K&E partners, associates, and paraprofessionals during the Fee Period with respect to each of the subject matter categories K&E established in accordance with its internal billing procedures. As reflected in **Exhibit A**, K&E incurred \$4,366,233.00 in fees during the Fee Period. Pursuant to this Monthly Fee Statement, K&E seeks reimbursement for 80% of such fees (\$3,492,986.40 in the aggregate).
  - **Exhibit B** is a schedule providing certain information regarding the K&E attorneys and paraprofessionals for whose work on these chapter 11 cases compensation is sought in this Monthly Fee Statement. Attorneys and paraprofessionals of K&E have expended a total of 5,101.90 hours in connection with these chapter 11 cases during the Fee Period.
  - **Exhibit C** is a schedule for the Fee Period, setting forth the total amount of reimbursement sought with respect to each category of expenses for which K&E is seeking reimbursement in this Monthly Fee Statement. All of these disbursements comprise the requested sum for K&E’s out-of-pocket expenses.
  - **Exhibit D** consists of K&E’s records of fees and expenses incurred during the Fee Period in the rendition of the professional services to the Debtors and their estates.

### **Representations**

2. Although every effort has been made to include all fees and expenses incurred in the Fee Period, some fees and expenses might not be included in this Monthly Fee Statement due to delays caused by accounting and processing during the Fee Period. K&E reserves the right to

make further application to this Court for allowance of such fees and expenses not included herein. Subsequent Monthly Fee Statements will be filed in accordance with the Bankruptcy Code, the Bankruptcy Rules, Bankruptcy Local Rules, and the Interim Compensation Order.

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WHEREFORE, K&E requests allowance of its fees and expenses incurred during the Fee Period in the total amount of \$3,731,889.83 consisting of (a) \$3,492,986.40, which is 80% of the fees incurred by the Debtors for reasonable and necessary professional services rendered by K&E; and (b) \$238,903.43 for actual and necessary costs and expenses, and that such fees and expense be paid as administrative expenses of the Debtors' estates.

Dated: September 1, 2017  
Houston, Texas

/s/ Steven N. Serajeddini

James H.M. Sprayregen, P.C. (admitted *pro hac vice*)

David R. Seligman, P.C. (admitted *pro hac vice*)

Steven N. Serajeddini (admitted *pro hac vice*)

W. Benjamin Winger (admitted *pro hac vice*)

Christopher M. Hayes (admitted *pro hac vice*)

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-and-

AnnElyse Scarlett Gibbons (admitted *pro hac vice*)

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*Co-Counsel to the Debtors and Debtors in Possession*

**Exhibit A****Summary of Legal Fees and Expenses for the Fee Period**

<b>Matter Number</b>	<b>Matter Description</b>	<b>Total Billed Hours</b>	<b>Total Fees Requested</b>	<b>Total Expenses Requested</b>	<b>Total Compensation</b>
7	Chapter 11 Filing	214.90	\$130,133.50	\$0.00	\$130,133.50
8	Case Administration	171.60	\$92,467.50	\$0.00	\$92,467.50
9	Plan, Disclosure Statement, Confirmation	862.00	\$810,626.50	\$0.00	\$810,626.50
10	K&E Fee, Employment Application, Object.	151.00	\$89,703.50	\$0.00	\$89,703.50
11	Non-K&E Fee, Employment App., Objection	135.70	\$82,994.50	\$0.00	\$82,994.50
12	SOFAs and Schedules	384.30	\$276,658.50	\$0.00	\$276,658.50
13	U.S. Trustee Issues	52.40	\$42,248.00	\$0.00	\$42,248.00
14	Business Operations	319.50	\$293,245.50	\$0.00	\$293,245.50
15	Corporate and Governance Issues	127.40	\$117,917.50	\$0.00	\$117,917.50
16	Cash Management	14.20	\$9,065.50	\$0.00	\$9,065.50
17	DIP, Cash Collateral, Exit Financing	445.20	\$420,650.00	\$0.00	\$420,650.00
18	Employee Issues	93.00	\$93,853.00	\$0.00	\$93,853.00
19	Insurance and Related Matters	19.90	\$14,965.50	\$0.00	\$14,965.50
20	Regulatory Issues	41.00	\$38,845.00	\$0.00	\$38,845.00
21	Vendor and Supplier Issues	50.90	\$34,770.00	\$0.00	\$34,770.00
22	Utilities	16.60	\$11,415.00	\$0.00	\$11,415.00
23	Creditor Communications	38.40	\$35,051.00	\$0.00	\$35,051.00
24	Taxes	220.40	\$237,771.00	\$0.00	\$237,771.00
25	Adversary Proceedings, Contested Matters	932.50	\$834,935.50	\$0.00	\$834,935.50
26	Automatic Stay Matters	39.30	\$28,953.50	\$0.00	\$28,953.50
28	Hearings	256.70	\$207,985.00	\$0.00	\$207,985.00
29	Claims Administration and Objections	44.20	\$30,302.50	\$0.00	\$30,302.50
30	Executory Contracts and Unexpired Leases	53.50	\$53,119.50	\$0.00	\$53,119.50
31	Use, Sale, or Lease of Property	257.40	\$249,961.50	\$0.00	\$249,961.50
32	Non-Working Travel	159.90	\$128,594.50	\$0.00	\$128,594.50
33	Expenses	0.00	\$0.00	\$238,903.43	\$238,903.43
<b>Totals</b>		<b>5,101.90</b>	<b>\$4,366,233.00</b>	<b>\$238,903.43</b>	<b>\$4,605,136.43</b>

**Exhibit B****Summary of Hours Billed by K&E Attorneys and Paraprofessionals for the Fee Period**

<b>Attorney</b>	<b>Position and Year Admitted</b>		<b>Department</b>	<b>Hourly Billing Rate</b>	<b>Total Billed Hours</b>	<b>Total Compensation</b>
Mark Adler	Associate	2013	Corporate	\$835.00	23.70	\$19,789.50
				\$905.00	48.00	\$43,440.00
William E. Arnault, IV	Partner	2009	Litigation	\$965.00	59.30	\$57,224.50
Shubi Arora, P.C.	Partner	2011	Corporate	\$1,295.00	12.90	\$16,705.50
Jamie A. Aycock	Partner	2005	Litigation	\$930.00	84.00	\$78,120.00
Jack N. Bernstein	Of Counsel	1995	Employee Benefits	\$1,195.00	58.70	\$70,146.50
Brandon Bishoff	Associate	2015	Corporate	\$645.00	8.20	\$5,289.00
				\$735.00	24.80	\$18,228.00
Alexander Burdulia	Associate	Pending	Restructuring	\$555.00	103.60	\$57,498.00
				\$645.00	113.30	\$73,078.50
Andrew Calder, P.C.	Partner	2003	Corporate	\$1,475.00	5.00	\$7,375.00
John G. Caruso	Partner	1992	Real Estate	\$1,195.00	0.50	\$597.50
Michael L. Cerankowski	Associate	2015	Corporate	\$735.00	18.70	\$13,744.50
				\$835.00	12.90	\$10,771.50
Jeanne T. Cohn-Connor	Partner	1985	Environmental	\$1,075.00	28.40	\$30,530.00
Matthew Colman	Associate	2009	Intellectual Property	\$955.00	1.50	\$1,432.50
Benjamin Cooper	Associate	1998	Litigation	\$630.00	0.20	\$126.00
				\$725.00	2.00	\$1,450.00
Adria Crowe	Associate	2012	Employee Benefits	\$645.00	1.30	\$838.50
Thad Davis	Partner	2005	Taxation	\$1,125.00	2.30	\$2,587.50
Marcelo de Antunano	Associate	2011	Corporate	\$645.00	1.00	\$645.00
James R. Dolphin, III	Associate	2015	Environmental	\$555.00	19.30	\$10,711.50
				\$645.00	31.70	\$20,446.50
Jeremy Evans	Associate	2013	Restructuring	\$735.00	78.30	\$57,550.50
				\$835.00	152.30	\$127,170.50
AnnElyse Gibbons	Associate	2014	Restructuring	\$835.00	118.20	\$98,697.00
				\$905.00	152.50	\$138,012.50
Stefanie I. Gitler	Partner	2009	Environmental	\$995.00	16.70	\$16,616.50
Gene Goldmintz	Associate	2016	Restructuring	\$645.00	91.30	\$58,888.50
				\$735.00	131.00	\$96,285.00
Scott J. Gordon	Partner	1994	Corporate	\$1,495.00	35.10	\$52,474.50
Stephen C. Hackney, P.C.	Partner	1997	Litigation	\$1,225.00	104.40	\$127,890.00
Emmeline Hateley	Associate	2016	Corporate	\$645.00	9.10	\$5,869.50
				\$735.00	10.20	\$7,497.00
Christopher Hayes	Associate	2013	Restructuring	\$835.00	159.70	\$133,349.50
				\$905.00	184.80	\$167,244.00
Erik Hepler	Partner	1990	Corporate	\$1,195.00	4.20	\$5,019.00
Kim Hicks	Partner	2009	Corporate	\$1,035.00	25.40	\$26,289.00
Edward B. Holzwanger	Partner	2001	Labor and Employment	\$1,015.00	1.70	\$1,725.50
Chad J. Husnick, P.C.	Partner	2004	Restructuring	\$1,165.00	0.90	\$1,048.50

Attorney	Position and Year Admitted		Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Ellen M. Jakovic	Partner	1985	Litigation	\$1,155.00	10.70	\$12,358.50
Nathan Jimenez	Associate	2016	Corporate	\$555.00	4.30	\$2,386.50
				\$645.00	5.30	\$3,418.50
Jared Kelly	Associate	2013	Corporate	\$835.00	22.40	\$18,704.00
				\$905.00	26.80	\$24,254.00
Gregg G. Kirchhoefer, P.C.	Partner	1982	Intellectual Property	\$1,295.00	15.50	\$20,072.50
Demetre Klebaner	Associate	2016	Taxation	\$560.00	24.60	\$13,776.00
				\$680.00	50.00	\$34,000.00
Daniel Latona	Associate	2016	Restructuring	\$555.00	80.10	\$44,455.50
				\$645.00	79.50	\$51,277.50
William A. Levy, P.C.	Partner	1988	Taxation	\$1,425.00	13.90	\$19,807.50
Daniel Lewis	Partner	2008	Intellectual Property	\$1,055.00	5.80	\$6,119.00
Brice Lipman	Associate	2016	Corporate	\$645.00	5.50	\$3,547.50
				\$735.00	5.20	\$3,822.00
Juan P. Lopez	Associate	2016	Corporate	\$645.00	4.30	\$2,773.50
Roger S. Lucas	Partner	1993	Taxation	\$1,525.00	60.30	\$91,957.50
Andres C. Mena, P.C.	Partner	2001	Corporate	\$1,225.00	147.10	\$180,197.50
Kelli Mulder	Associate	2013	Litigation	\$810.00	20.50	\$16,605.00
				\$845.00	31.50	\$26,617.50
Gerald T. Nowak, P.C.	Partner	1993	Corporate	\$1,475.00	69.70	\$102,807.50
Samuel C. Peca	Associate	2011	Corporate	\$995.00	11.90	\$11,840.50
Jeannie B. Poland	Associate	2013	Corporate	\$835.00	5.90	\$4,926.50
				\$905.00	12.40	\$11,222.00
William T. Pruitt	Partner	2004	Litigation	\$1,015.00	8.40	\$8,526.00
Jeffrey S. Quinn	Partner	1998	Employee Benefits	\$1,195.00	2.90	\$3,465.50
Carleigh T. Rodriguez	Associate	2013	Environmental	\$835.00	4.00	\$3,340.00
				\$905.00	2.20	\$1,991.00
Anna G. Rotman, P.C.	Partner	2004	Litigation	\$1,165.00	30.00	\$34,950.00
Alyssa B. Russell	Associate	2015	Restructuring	\$645.00	75.70	\$48,826.50
				\$735.00	90.40	\$66,444.00
Brendan Ryan	Associate	2014	Litigation	\$725.00	11.20	\$8,120.00
				\$810.00	66.80	\$54,108.00
Patrick J. Samper	Associate	2016	Corporate	\$645.00	6.40	\$4,128.00
Michael Saretsky	Associate	2010	Environmental	\$735.00	7.40	\$5,439.00
				\$835.00	29.60	\$24,716.00
Brian E. Schartz	Partner	2008	Restructuring	\$1,075.00	0.50	\$537.50
David Seligman, P.C.	Partner	1996	Restructuring	\$1,410.00	317.90	\$448,239.00
Steven Serajeddini	Partner	2010	Restructuring	\$1,035.00	156.20	\$161,667.00
David Serna	Associate	2008	Corporate	\$905.00	25.60	\$23,168.00
				\$955.00	64.10	\$61,215.50
Anthony Sexton	Associate	2011	Taxation	\$1,015.00	21.80	\$22,127.00
				\$1,040.00	54.10	\$56,264.00
Ravi Shankar	Associate	2011	Litigation	\$845.00	69.40	\$58,643.00
				\$905.00	230.90	\$208,964.50
Ankur Sharma	Associate Associate	2016	Corporate	\$555.00	6.60	\$3,663.00
				\$645.00	0.70	\$451.50



Attorney	Position and Year Admitted		Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Ahmed Sidik	Associate	2013	Corporate	\$835.00	2.00	\$1,670.00
				\$905.00	8.50	\$7,692.50
Allyson Smith	Associate	2017	Restructuring	\$555.00	111.20	\$61,716.00
				\$645.00	62.70	\$40,441.50
Stella Tang	Associate	2015	Corporate	\$735.00	11.30	\$8,305.50
Scott Vail	Associate	2016	Employee Benefits	\$555.00	7.80	\$4,329.00
				\$645.00	12.10	\$7,804.50
Joseph Walker	Associate	2013	Real Estate	\$735.00	0.20	\$147.00
Sarah E. Williams	Associate	2010	Litigation	\$905.00	12.50	\$11,312.50
Wayne E. Williams	Partner	2006	Corporate	\$1,075.00	1.50	\$1,612.50
Walter B. Winger	Associate	2010	Restructuring	\$955.00	66.80	\$63,794.00
				\$995.00	185.40	\$184,473.00
Kenneth A. Young	Associate	2013	Litigation	\$845.00	4.60	\$3,887.00
Paul Zier	Partner	1996	Corporate	\$1,075.00	91.40	\$98,255.00
David Zobell	Associate	2015	Corporate	\$645.00	22.20	\$14,319.00
				\$735.00	1.90	\$1,396.50
Totals for Attorneys					4,535.20	\$4,189,498.50

Name of Professional Person	Position with the Applicant	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Anthony C. Abate	Junior Paralegal	Restructuring	\$240.00	12.50	\$3,000.00
James Barlow	Paralegal	Litigation	\$400.00	7.00	\$2,800.00
Ryan Besaw	Junior Paralegal	Restructuring	\$240.00	91.40	\$21,936.00
Patricia F. Boer	Practice Support Assistant	Litigation	\$230.00	4.40	\$1,012.00
Michael Y. Chan	Conflicts Analyst I	Administrative Services	\$210.00	16.50	\$3,465.00
Jigna Dalal	Litigation Support Specialist	Litigation	\$340.00	0.90	\$306.00
Julia Foster	Junior Paralegal	Restructuring	\$240.00	65.80	\$15,792.00
Beth Friedman	Paralegal	Restructuring	\$420.00	16.70	\$7,014.00
Stephen P. Garoutte	Senior Conflicts Analyst	Administrative Services	\$265.00	21.70	\$5,750.50
Allison Graybill	Conflicts Coordinator	Administrative Services	\$265.00	9.00	\$2,385.00
Melinda Jackson	Paralegal	Litigation	\$295.00	11.10	\$3,274.50
Paul Ketz	Paralegal	Litigation	\$380.00	38.50	\$14,630.00
Hannah Kupsky	Junior Paralegal	Restructuring	\$220.00	17.80	\$3,916.00
Maureen McCarthy	Paralegal	Restructuring	\$390.00	136.00	\$53,040.00
Maranda Mitchell	Junior Paralegal	Litigation	\$240.00	1.90	\$456.00
Carrie Oppenheim	Paralegal	Restructuring	\$380.00	1.10	\$418.00
Robert Orren	Paralegal	Restructuring	\$340.00	16.70	\$5,678.00
Jonathan Rousseau	Litigation Support Consultant	Litigation	\$340.00	0.50	\$170.00
Laurie L. Ruxton	Paralegal	Real Estate	\$390.00	14.80	\$5,772.00
Laura Saal	Paralegal	Restructuring	\$350.00	23.10	\$8,085.00
Elaine S. Santucci	Conflicts Analyst II	Admin Services	\$235.00	1.30	\$305.50
Chris Seaman	Litigation Support Specialist	Litigation	\$280.00	22.30	\$6,244.00
Antonio Soto	Litigation Support Consultant	Litigation	\$340.00	12.20	\$4,148.00
Will E. Thomas	Trial Tech Consultant	Litigation	\$330.00	5.50	\$1,815.00
Mollie Tuomisto	Mergers/Acquisitions Clearance Specialist	Litigation	\$350.00	0.30	\$105.00
Daniel J. Varn	Junior Paralegal	Litigation	\$240.00	12.00	\$2,880.00
Kurt J. Wunderlich	Director Mergers/Acquisitions Clearance	Litigation	\$680.00	1.30	\$884.00
Katelyn Ye	Litigation Support Consultant	Litigation	\$340.00	0.10	\$34.00
Library Business Research	Research Specialist	Administrative Services	\$330.00	1.80	\$594.00
Library Factual Research	Research Specialist	Administrative Services	\$330.00	2.50	\$825.00
<b>Totals for Paraprofessionals</b>				<b>566.70</b>	<b>\$176,734.50</b>

**Exhibit C****Summary of Expenses for the Fee Period**

<b>Expense Categories</b>	<b>Amount</b>
Third Party Telephone Charges	\$1,289.78
Standard Copies or Prints	\$3,623.00
Binding	\$1.20
Tabs/Indexes/Dividers	\$54.10
Color Copies or Prints	\$3,061.90
Scanned Images	\$143.00
File Conversion	\$20.52
Production Blowbacks	\$950.00
Closing/Mini Books	\$504.00
Postage	\$0.65
Overnight Delivery	\$138.45
Outside Messenger Services	\$424.81
Local Transportation	\$492.13
Travel Expense	\$19,579.32
Airfare	\$32,752.91
Transportation to/from airport	\$5,467.05
Travel Meals	\$4,929.47
Other Travel Expenses	\$146.07
Court Reporter Fee/Deposition	\$338.80
Filing Fees	\$89,507.10
Calendar/Court Services	\$50.00
Other Court Costs and Fees	\$74.50
Other Trial Expenses	\$17,170.00
Outside Computer Services	\$2,921.94
Outside Copy/Binding Services	\$7,028.78
Working Meals/K&E and Others	\$774.76
Catering Expenses	\$4,156.27
Outside Retrieval Service	\$39,520.95
Overtime Transportation	\$1,652.21
Overtime Meals - Attorney	\$444.17
Secretarial Overtime	\$334.54
Document Services Overtime	\$15.05
Rental Expenses	\$1,336.00
<b>Total</b>	<b>\$238,903.43</b>

**Exhibit D**

**Detailed Description of Fees, Expenses and Disbursements**

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle Street  
Chicago, Illinois 60654

FEIN 36-1326630

September 1, 2017

GenOn Energy, Inc.  
211 Carnegie Center  
Princeton, NJ 08540

Attention: Brian Curci

**Invoice Number: 5161125**  
**Client Matter: 26173-7**

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## In the matter of Chapter 11 Filing

For legal services rendered through July 31, 2017 (see attached Description of Legal Services for detail)	\$ 130,133.50
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For expenses incurred through July 31, 2017 (see attached Description of Expenses for detail)	<u>          \$ .00</u>
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Total legal services rendered and expenses incurred	\$ 130,133.50
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Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

7 - Chapter 11 Filing

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Anthony C Abate	.20	240.00	48.00
Ryan Besaw	23.20	240.00	5,568.00
Brandon Bishoff	3.20	645.00	2,064.00
Alexander Burdulia	3.10	555.00	1,720.50
Michael Y Chan	3.50	210.00	735.00
Benjamin Cooper	.20	630.00	126.00
Jeremy Evans	17.00	735.00	12,495.00
Julia Foster	9.50	240.00	2,280.00
Beth Friedman	6.40	420.00	2,688.00
Stephen P Garoutte	16.20	265.00	4,293.00
AnnElyse Gibbons	22.00	835.00	18,370.00
Gene Goldmintz	16.20	645.00	10,449.00
Christopher Hayes	23.90	835.00	19,956.50
Daniel Latona	2.50	555.00	1,387.50
Maureen McCarthy	11.60	390.00	4,524.00
Robert Orren	9.50	340.00	3,230.00
Alyssa B Russell	3.60	645.00	2,322.00
Laura Saal	5.50	350.00	1,925.00
Chris Seaman	1.50	280.00	420.00
David Seligman, P.C.	10.50	1,410.00	14,805.00
Steven Serajeddini	10.50	1,035.00	10,867.50
Ravi Shankar	5.10	845.00	4,309.50
Allyson Smith	10.00	555.00	5,550.00
<b>TOTALS</b>	<b>214.90</b>		<b>\$ 130,133.50</b>

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

7 - Chapter 11 Filing

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
6/14/17	David Seligman, P.C.	7.00	Review, analyze petition filing matters (2.5); telephone conferences and correspond with team and client re chapter 11 restructuring strategies (4.5).
6/14/17	Beth Friedman	3.20	Research recent case precedent for J. Evans in preparation for first day hearing (2.0); arrange for telephonic appearance for internal parties (.6); coordinate and correspond with team re same (.6).
6/14/17	Laura Saal	5.50	Assist with first day filing.
6/14/17	Maureen McCarthy	11.60	Revise and finalize filing plan (.6); review and finalize voluntary petitions for filing (3.2); follow-up with working group re sign-off of same for filing (.8); coordinate filing of chapter 11 cases with R. Orren (.6); revise and finalize for filing the joint administration motion (1.0); revise and finalize for filing the notice of complex chapter 11 cases (.8); revise and finalize for filing the request for emergency hearing regarding first day motions (.8); prepare first day declaration for filing (.4); finalize and file creditors matrix motion with bankruptcy court (.8); revise and finalize motion for pro hac admission (.6); finalize and file the contract trading contract motion with the bankruptcy court (.6); finalize and file the shared services agreement motion with the bankruptcy court (.6); finalize and file the schedules and statements extension motion with the bankruptcy court (.8).
6/14/17	Robert Orren	6.50	File GenOn chapter 11 petitions (5.5); correspond with K&E working group re same (1.0).

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

7 - Chapter 11 Filing

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/14/17	Steven Serajeddini	10.50	Prepare for chapter 11 filing (3.6); review, comment on petitions, pleadings re same (2.7); review and analyze issues re same, restructuring strategy (2.5); conferences and correspond with K&E working group re same (1.7).
6/14/17	Stephen P Garoutte	7.50	Conduct analysis for disclosure of creditors/entities.
6/14/17	Benjamin Cooper	.20	Coordinate filing of notice of suggestion.
6/14/17	Alyssa B Russell	3.60	Conferences and correspond with K&E team re chapter 11 filing and analyze pleadings re same.
6/14/17	Julia Foster	9.50	Pull recently filed petitions (2.0); prepare materials re first day motions for U.S. Trustee (1.0); deliver courtesy copies to U.S. Trustee and Judge Chambers (.5); pull recently filed pleadings (2.5); prepare materials for Court courtesy copies (1.5); prepare materials for June 15, 2017 first day hearing (1.5); research precedent re cash management orders (.5).
6/14/17	AnnElyse Gibbons	22.00	Review and file petitions (6.0); correspond with client and parties re same (2.0); preview motions for filing and file same (5.0); prepare for first day hearings including review of motions and orders (3.0); telephone conferences and correspond with K&E team, client, Rothschild and McKinsey re same (multiple) (2.0); telephone conferences and correspond with K&E team and U.S. Trustee re filed orders (1.0); aid in preparation of declarant re first day declaration (1.5); correspond and conferences with client re hearing expectations (multiple) (1.5).



Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

7 - Chapter 11 Filing

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/14/17	Christopher Hayes	18.00	Coordinate filing of petitions and first day motions (6.0); prepare for first day hearing (4.6); multiple telephone conferences and correspondence with client, K&E team and stakeholders re same (5.4); telephone conference with U.S. Trustee, K&E team re filed first day relief (2.0).
6/14/17	Allyson Smith	10.00	Conference with K&E team re filings (2.0); analyze pleadings re same (3.0); prepare for first day hearing (5.0).
6/14/17	Alexander Burdulia	3.10	Review and revise first day motions.
6/14/17	Gene Goldmintz	11.80	Revise demonstrative (3.4); revise talking points re first day motions (2.1); prepare for and participate in telephone conference with K&E team and U.S. Trustee re interim orders (1.4); revise interim orders re same (3.1); correspond with K&E team re same (multiple) (1.8).
6/14/17	Anthony C Abate	.20	Research SDTX precedent.
6/14/17	Ryan Besaw	13.50	Review and revise first day pleadings, prepare and file same (6.0); review and revise pro hac vice motions (2.0); prepare and file same (1.0); prepare supplies and materials first day hearing (4.0); correspond with K&E team re same (.5).
6/14/17	Chris Seaman	1.50	Prepare GenOn Energy, Inc files for attorney review.
6/14/17	Daniel Latona	2.50	Prepare for chapter 11 filing.
6/14/17	Jeremy Evans	17.00	Multiple conferences with K&E restructuring, company, and advisors re chapter 11 filing and first day hearing preparation.
6/14/17	Ravi Shankar	5.10	Draft and revise first day declaration (3.6); revise attachment to first day declaration supporting first day motions (1.3); supervise filing of first day declaration (.2).

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

7 - Chapter 11 Filing

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/14/17	Brandon Bishoff	3.20	Prepare and revise schedule of agreements re leased assets.
6/14/17	Michael Y Chan	3.00	Conduct parent company research for creditors/entities (1.5); conduct analysis for disclosure of creditors/entities (1.5).
6/15/17	David Seligman, P.C.	3.50	Conduct follow up matters re first day hearing with team and client and stakeholders.
6/15/17	Beth Friedman	3.20	Prepare and file payments on docket (1.5); research for J. Evans re precedent for first day hearing (1.4); arrange for dial-ins and monitor same (.3).
6/15/17	Robert Orren	3.00	Prepare payment of bankruptcy filing fees (1.5); correspond with B. Friedman re same (.5); attention to post-filing matters and hearing preparation (1.0).
6/15/17	Stephen P Garoutte	6.20	Conduct analysis for disclosure of creditors/entities.
6/15/17	Christopher Hayes	5.90	Prepare for hearing (3.6); conferences with K&E team, client and McKinsey re same (2.3).
6/15/17	Gene Goldmintz	4.40	Prepare for and partially attend telephone conference with Noteholders and K&E team re interim orders (.8); revise interim orders (1.6); revise demonstrative (.8); revise talking points (1.2).
6/15/17	Ryan Besaw	9.70	Prepare documents and supplies re first day hearing (6.0); attend and assist with same (3.7).
6/15/17	Michael Y Chan	.50	Conduct parent company research for creditors/entities.
6/16/17	Stephen P Garoutte	2.50	Conduct analysis for disclosure of creditors/entities.
		214.90	TOTAL HOURS

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle Street  
Chicago, Illinois 60654

FEIN 36-1326630

September 1, 2017

GenOn Energy, Inc.  
211 Carnegie Center  
Princeton, NJ 08540

Attention: Brian Curci

**Invoice Number: 5161126**  
**Client Matter: 26173-8**

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**In the matter of Case Administration**

For legal services rendered through July 31, 2017  
(see attached Description of Legal Services for detail) \$ 92,467.50

For expenses incurred through July 31, 2017  
(see attached Description of Expenses for detail) \$ .00

Total legal services rendered and expenses incurred \$ 92,467.50

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

8 - Case Administration

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Anthony C Abate	5.60	240.00	1,344.00
James Barlow	.50	400.00	200.00
Ryan Besaw	28.40	240.00	6,816.00
Alexander Burdulia	9.90	555.00	5,494.50
Alexander Burdulia	7.70	645.00	4,966.50
Jeremy Evans	2.30	735.00	1,690.50
Jeremy Evans	3.70	835.00	3,089.50
Julia Foster	15.80	240.00	3,792.00
Beth Friedman	2.30	420.00	966.00
AnnElyse Gibbons	8.10	835.00	6,763.50
AnnElyse Gibbons	7.30	905.00	6,606.50
Stefanie I Gitler	.10	995.00	99.50
Gene Goldmintz	3.60	645.00	2,322.00
Gene Goldmintz	6.80	735.00	4,998.00
Christopher Hayes	9.00	835.00	7,515.00
Christopher Hayes	6.50	905.00	5,882.50
Melinda Jackson	1.80	295.00	531.00
Hannah Kupsky	.50	220.00	110.00
Daniel Latona	2.30	555.00	1,276.50
Daniel Latona	3.70	645.00	2,386.50
Maureen McCarthy	22.00	390.00	8,580.00
Robert Orren	.40	340.00	136.00
Alyssa B Russell	1.90	645.00	1,225.50
Alyssa B Russell	3.20	735.00	2,352.00
Patrick J Samper	1.30	645.00	838.50
Chris Seaman	2.00	280.00	560.00
David Seligman, P.C.	5.30	1,410.00	7,473.00
Anthony Sexton	.20	1,040.00	208.00
Allyson Smith	.60	645.00	387.00
Daniel J Varn	5.70	240.00	1,368.00
Walter B Winger	1.40	995.00	1,393.00
David Zobell	1.70	645.00	1,096.50
<b>TOTALS</b>	<b>171.60</b>		<b>\$ 92,467.50</b>

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

8 - Case Administration

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
6/16/17	Maureen McCarthy	1.90	Draft post-petition WIP (.9); compile and distribute orders entered by Court re first day motions (1.0).
6/16/17	Robert Orren	.40	Distribute to M. McCarthy precedent re work in progress chart.
6/16/17	Alyssa B Russell	.20	Correspond with K&E team re webinar re filing (.1); correspond with J. Evans and McKinsey re first day presentation for circulation (.1).
6/16/17	AnnElyse Gibbons	.60	Review and analyze administrative procedures re new case matter and correspond with K&E team re same.
6/16/17	Christopher Hayes	.30	Review and analyze work in progress chart.
6/16/17	Alexander Burdulia	1.00	Review first day orders and summarize same.
6/16/17	Gene Goldmintz	1.20	Correspond with K&E team re status (.3); draft and circulate summary of interim orders (.9).
6/16/17	Jeremy Evans	1.00	Prepare summary of first day relief re trading contracts motion.
6/17/17	AnnElyse Gibbons	1.00	Correspond and telephone conferences with K&E team and client re next steps as a debtor in possession (.6); review, analyze notice periods for motion (.4).
6/17/17	Alexander Burdulia	1.70	Draft analysis of taxes, lienholders, Epiq retention, SOFA extension, and creditor matrix orders.
6/18/17	Maureen McCarthy	1.00	Review and revise declarations for electronic filing of bankruptcy petition and master mailing matrix.

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

8 - Case Administration

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/18/17	AnnElyse Gibbons	2.50	Review and revise post petition work in progress chart (.5); review and analyze precedent re same (.2); review and revise first day motion summary (1.0); correspond with client re same (.8).
6/19/17	David Seligman, P.C.	1.20	Telephone conferences with client re chapter 11 case, status and next steps.
6/19/17	Maureen McCarthy	4.00	Review and revise notice of commencement (.8); draft notice of entry of order approving complex chapter 11 cases (.8); finalize and file updated master service list (.8); draft notice of filing of creditor matrix (.7); prepare final orders (cash management, trading contract, lienholders, insurance and surety bond) for distribution to professionals for comments in preparation of second day hearing (.9).
6/19/17	Alyssa B Russell	.40	Telephone conference with K&E team re work in progress.
6/19/17	Julia Foster	.40	Correspond with K&E team re recently filed pleadings.
6/19/17	Christopher Hayes	.90	Review and comment on WIP (.2); telephone conference with A. Gibbons re workstreams (.3); telephone conference with K&E team re work in progress (.4).
6/19/17	Alexander Burdulia	1.30	Prepare for and participate in telephone conference with K&E team re work in progress (.3); revise work in progress chart (1.0).
6/19/17	Gene Goldmintz	.60	Revise task list (.2); prepare for and participate in telephone conference with K&E team re status (.4).
6/19/17	Ryan Besaw	1.20	Produce minibooks re RSA and Backstop documents (.9); distribute same to K&E team (.3).

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

8 - Case Administration

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/19/17	Daniel Latona	.30	Telephone conference with K&E team re work in progress.
6/19/17	Jeremy Evans	.40	Telephone conference with K&E team re work in progress.
6/20/17	Beth Friedman	.40	Conference with A. Gibbons re case management matters.
6/20/17	Maureen McCarthy	.80	Finalize and file creditor matrix (.5); update working group with critical dates (.3).
6/20/17	Stefanie I Gitler	.10	Review and analyze summary of internal updates.
6/20/17	David Zobell	1.70	Review and analyze critical dates calendar (.2); participate in K&E team work in progress meeting (1.5).
6/20/17	Christopher Hayes	1.80	Telephone conferences and correspond with K&E team re work in progress and case coordination (.8); telephone conference with K&E team, Company team re ongoing workstreams (1.0).
6/20/17	Alexander Burdulia	.20	Telephone conference with K&E team re work in progress.
6/20/17	Gene Goldmintz	.40	Telephone conference with K&E team re status (.2); correspond with M. McCarthy re case calendar (.2).
6/20/17	Anthony C Abate	.50	Search for and distribute precedent re de minimis sale motions.
6/20/17	Ryan Besaw	.10	Monitor docket and correspond with K&E team re recent filings.
6/20/17	Daniel Latona	.20	Telephone conference with K&E team re case update.
6/20/17	Hannah Kupsky	.50	Gather Signatures from Mr. Frotte.

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

8 - Case Administration

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/21/17	Maureen McCarthy	1.00	Draft pleading template re 9019 settlement motion.
6/21/17	Alyssa B Russell	.60	Telephone conference with K&E team re work in progress (.3); review and analyze WIP chart and correspond with A. Burdulia re same (.1); telephone conference with K&E team and McKinsey team re same (.2).
6/21/17	AnnElyse Gibbons	3.70	Review and revise notice of commencement, declaration for electronic petitions and master service list (.7); correspond with client and K&E team re same (.4); telephone conferences with client re same (.8); coordinate service of same (.2); weekly telephone conferences with K&E team, McKinsey team, Company team, and Rothschild team re weekly updates (1.1); correspond with K&E team, McKinsey team, Company team, and Rothschild team re same (.5).
6/21/17	Christopher Hayes	.60	Telephone conference with K&E team re case coordination (.3); telephone conference with K&E team and McKinsey re same (.3).
6/21/17	Alexander Burdulia	1.10	Correspond with K&E team re work in progress (.2); revise work in progress chart (.2); telephone conference with K&E team re work in progress (.3); telephone conference with advisors re same (.4).
6/21/17	Ryan Besaw	.50	Monitor docket and correspond with K&E team re recent filings (.1); prepare redlines re second day pleadings (.4).
6/21/17	Daniel Latona	.40	Telephone conferences with K&E team, McKinsey team and Company re work in progress.
6/21/17	Jeremy Evans	.30	Participate in weekly status telephone conference with McKinsey, Rothschild and K&E team.



Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

8 - Case Administration

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/22/17	Alyssa B Russell	.10	Conference and correspond with C. Hayes re GenOn work streams.
6/22/17	AnnElyse Gibbons	.30	Telephone conference with K&E team, Rothschild team, and McKinsey team re case coordination and next steps.
6/22/17	Christopher Hayes	1.10	Telephone conference with K&E team and McKinsey team re work in progress (.7); follow-up telephone conference with K&E team re same (.4).
6/22/17	Daniel J Varn	.40	Compose and circulate daily docket report (.2); update DMS files re new pleadings (.2).
6/22/17	Chris Seaman	1.00	Prepare GenOn Energy, Inc files for attorney review.
6/23/17	Maureen McCarthy	.30	Prepare update master service list for filing.
6/23/17	Christopher Hayes	1.30	Telephone conferences and correspond with K&E team and McKinsey re case coordination.
6/23/17	Alexander Burdulia	1.10	Correspond with K&E team re work in progress (.2); revise work in progress chart (.5); conference with A. Gibbons re same (.2); further revise work in progress chart (.2).
6/23/17	Anthony C Abate	3.00	Assist with preparation and filing of second day pleadings.
6/23/17	Ryan Besaw	2.10	Monitor docket and correspond with K&E team re recent filings (.5) assist with filing of second day pleadings (1.2); serve same (.4).
6/26/17	Maureen McCarthy	1.80	Prepare and finalize updated master service list for filing (.3); search and distribute precedent re estimation motion (.3); finalize and file the Debtors' motion to estimate owner lessor plaintiffs' claims and expedited motion to establish related schedule (1.2).

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

8 - Case Administration

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/26/17	Alexander Burdulia	2.00	Research and analyze local rules re potential required filings (1.2); draft analysis re same (.5); correspond with K&E team re same (.3).
6/26/17	Anthony C Abate	.60	Create notice of disclosure statement hearing (.4); prepare and file updated master service list (.2).
6/26/17	Daniel J Varn	1.00	Review case voice mailbox and update tracking log (.5); compose and circulate daily docket report (.2); update DMS pleadings files (.3).
6/27/17	Christopher Hayes	.30	Telephone conference with K&E team re case updates and work in progress (.2); telephone conference and correspond with U.S. Trustee and A. Burdulia re UST comments re interim comp motion (.1).
6/27/17	Gene Goldmintz	.10	Telephone conference with K&E team re status.
6/27/17	Anthony C Abate	.10	Update central files and distribute to K&E team.
6/27/17	Daniel J Varn	.90	Review and analyze creditor voice mailbox and update log.
6/27/17	Ryan Besaw	.30	Monitor docket and correspond with K&E team re recent filings.
6/27/17	Daniel Latona	.10	Telephone conference with K&E team re case update.
6/28/17	David Seligman, P.C.	1.00	Telephone conferences with advisors re coordination and developments.
6/28/17	Maureen McCarthy	1.60	Draft second day hearing agenda.
6/28/17	Alyssa B Russell	.60	Telephone conference with K&E team re work in progress (.2); analyze chart re same (.1); telephone conference with K&E team, McKinsey team and Rothschild team re coordination of work streams (.3).

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

8 - Case Administration

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/28/17	Christopher Hayes	1.40	Telephone conference with K&E team re work in progress (.4); telephone conference with K&E team, McKinsey and RC re case updates (.4); telephone conference with A. Gibbons re intercompany workstreams (.2); conduct follow-up and telephone conference with client re same (.4).
6/28/17	Alexander Burdulia	1.50	Telephone conference with K&E team re work in progress (.3); telephone conference with advisors re work in progress (.2); correspondence with K&E team re work in progress (.3); review work in progress chart (.7).
6/28/17	Gene Goldmintz	1.30	Correspond with A. Smith re status (.4); telephone conference with K&E team re status (.2); telephone conference with K&E and McKinsey and Rothschild re status (.3); revise task list (.4).
6/28/17	Anthony C Abate	.20	Search for and distribute recent Judge Jones SDTX precedent interim compensation orders for A. Burdulia.
6/28/17	Daniel J Varn	.60	Review and analyze creditor mailbox and update log.
6/28/17	Ryan Besaw	.10	Monitor docket and correspond with K&E team re recent filings.
6/28/17	Chris Seaman	1.00	Prepare documents for attorney review.
6/28/17	Daniel Latona	1.30	Prepare for and participate in telephone conferences re work in progress (.8); review and analyze first day motions and orders re same (.5).
6/28/17	Jeremy Evans	.60	Prepare for and participate in work in progress telephone conference (.2); prepare for and participate in status telephone conference with Rothschild, McKinsey and K&E team (.4).

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

8 - Case Administration

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/29/17	Maureen McCarthy	1.60	Search and distribute precedent re case administration matters (1.2); review and revise second day hearing agenda (.4).
6/29/17	Anthony C Abate	.30	Review and revise proposed final first day orders.
6/29/17	Daniel J Varn	.80	Review and analyze creditor mailbox and update tracker re same.
6/29/17	Ryan Besaw	1.80	Draft case appearance chart (.4); correspond with K&E team re recently filed pleadings (.2); research re case administration matters (.3); draft notices of revised proposed orders re second day hearing (.9).
6/30/17	Maureen McCarthy	1.20	Review and revise contingency planning materials.
6/30/17	Christopher Hayes	1.30	Draft and revise case status updates (.8); correspond with K&E team re same (.5).
6/30/17	Daniel J Varn	.70	Review and analyze creditor mailbox and update tracker.
6/30/17	Ryan Besaw	2.60	Research re chapter 11 cases (.7); correspond with K&E team re recently filed pleadings (.2); draft pleadings (1.1); correspond with K&E team re recently filed pleadings (.2); distribute minibooks re recent filings to K&E team (.4).
7/01/17	AnnElyse Gibbons	1.70	Review, analyze revised final orders (1.2); review and analyze U.S. Trustee comments re same (.2); correspond with McKinsey team re same (.3).
7/01/17	Christopher Hayes	1.40	Telephone conference with A. Gibbons re case updates, workstream coordination (1.2); conduct follow-up re same (.2).

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

8 - Case Administration

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/03/17	AnnElyse Gibbons	.50	Telephone conference with G. Goldmintz re updates and status of open items (.2); telephone conference with Epiq re notice issues (.3).
7/03/17	Gene Goldmintz	.30	Prepare for and participate in telephone conference with A. Gibbons re status of open items.
7/05/17	Maureen McCarthy	.40	Finalize and file updated master service list.
7/05/17	Alyssa B Russell	1.10	Telephone conference with K&E team re work in progress (.5); telephone conference and correspond with K&E team, McKinsey team, and Rothschild team re works in progress and coordination re same (.6).
7/05/17	AnnElyse Gibbons	.50	Telephone conferences with K&E team re works in process.
7/05/17	Alexander Burdulia	1.40	Draft critical dates chart (.4); telephone conference with K&E team re work in progress (.2); correspond with K&E team re work in progress (.2); update work in progress chart (.4); telephone conference with K&E team, McKinsey team, and Rothschild team re work in progress (.2).
7/05/17	Gene Goldmintz	3.00	Review, analyze diligence materials re debtor operations (.7); draft correspondence re same (.8); prepare for and participate in multiple telephone conferences with K&E team, McKinsey, and Company re status, works in process (1.0); telephone conference with K&E team re works in process (.5).
7/05/17	Daniel J Varn	1.00	Review and revise hearing agenda.
7/05/17	Ryan Besaw	.90	Prepare and file revised creditor matrix and master service list (.2); research re precedent (.5); monitor docket and correspond with K&E team re recent filings (.2).

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

8 - Case Administration

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/05/17	Daniel Latona	1.80	Telephone conference with K&E team re works in process (.5); prepare for and participate in telephone conferences with K&E team, McKinsey team and company re work in process (1.3).
7/05/17	Jeremy Evans	1.30	Participate in work in progress telephone conference with K&E (.5) telephone conference with K&E, McKinsey, and Rothschild re works in process and coordination (.3); telephone conference with K&E and company re same (.5).
7/06/17	Maureen McCarthy	.40	Review and revise second day hearing agenda.
7/06/17	Ryan Besaw	.90	Compile list of entered orders and relief pending.
7/07/17	Anthony Sexton	.20	Arrange travel for NY meeting.
7/07/17	AnnElyse Gibbons	.90	Office conference with A. Burdulia re WIP tracker (.3); review and revise re same (.4); correspond with client re open issues (.2).
7/07/17	Alexander Burdulia	1.20	Telephone conference with A. Gibbons re work in progress (.5); revise work in progress chart (.7).
7/07/17	Ryan Besaw	.10	Correspond with K&E team re recently filed pleadings.
7/08/17	AnnElyse Gibbons	1.00	Review and revise works in process chart (.5); correspond with K&E team re same and upcoming filings re same (.5).
7/09/17	Maureen McCarthy	.50	Correspond with working group re upcoming critical dates.
7/10/17	Christopher Hayes	1.60	Telephone conferences and correspond with A. Gibbons re case updates, workstream coordination (1.1); telephone conference and correspond with W. Winger re same (.5).

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

8 - Case Administration

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/10/17	Anthony C Abate	.40	Draft removal extension motion (.3); prepare and file updated master service list (.1).
7/10/17	Ryan Besaw	.30	Correspond with K&E team re recently filed pleadings.
7/10/17	Melinda Jackson	.80	Compile hearing materials.
7/11/17	Julia Foster	.70	Correspond with K&E team re recent pleadings and agenda items for July 14 hearing.
7/11/17	AnnElyse Gibbons	1.00	Telephone conferences with K&E team re work in progress.
7/11/17	Christopher Hayes	.90	Telephone conference with K&E team re case updates (.2); telephone conference and correspond with K&E team re case coordination (.2); correspond with K&E team re agenda (.2); review, comment on same (.3).
7/11/17	Gene Goldmintz	.10	Telephone conference with K&E team re status.
7/11/17	Ryan Besaw	.20	Correspond with K&E team re recently filed pleadings.
7/11/17	Daniel Latona	.10	Telephone conference with K&E team re case update.
7/12/17	Beth Friedman	.60	Correspond with A. Smith re organizational chart and distribution.
7/12/17	Maureen McCarthy	.50	Coordinate with Houston tech support re tech set-up for courtroom re second day hearing.
7/12/17	Alyssa B Russell	.40	Telephone conference and correspond with K&E team re work in progress.
7/12/17	Christopher Hayes	.30	Telephone conference with S. Serajeddini re agenda (.1); revise agenda re same and correspond with K&E team re same (.2).

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

8 - Case Administration

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/12/17	Alexander Burdulia	1.00	Telephone conference with company re work in progress (.2); prepare for and participate in telephone conference with K&E team re same (.3); correspond with K&E team re same (.2); review and revise work in progress chart (.3).
7/12/17	Gene Goldmintz	.50	Telephone conference with K&E team re status (.3); prepare for and participate in telephone conference with company and K&E team re works in process (.2).
7/12/17	Ryan Besaw	.90	Coordinate with vendor re upcoming hearing (.1); research re court procedures (.2); review, revise second day hearing agenda (.4); prepare agenda items for hearing (.2).
7/12/17	Daniel Latona	.70	Prepare for and participate in telephone conference re work in progress.
7/12/17	Jeremy Evans	.50	Prepare for and participate in work in progress telephone conference with K&E team.
7/13/17	Maureen McCarthy	2.40	Revise and finalize July 14 hearing agenda (1.4); prepare hearing materials re same (1.0).
7/13/17	Julia Foster	13.00	Review and revise agenda for July 14, 2017 hearing (1.4); prepare materials re same (5.5); review and revise notices re proposed orders for attorney review (.3); prepare materials for filings re July 14, 2017 hearing (5.8).
7/13/17	Gene Goldmintz	.40	Correspond with S. Serajeddini re hearing presentations.
7/13/17	Ryan Besaw	11.60	Prepare and compile final orders for filing (2.4); assist with filing re same (.6); review, revise second day hearing agenda (1.6); prepare supplies and reference materials re second day hearing (5.8); correspond with K&E team re same (.5); prepare final orders (.3); correspond with K&E team re same (.4).
7/13/17	Melinda Jackson	1.00	Prepare for second day hearing.



Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

8 - Case Administration

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/14/17	David Seligman, P.C.	2.40	Telephone conferences and correspond with stakeholders and client re chapter 11 follow up matters and next steps.
7/14/17	James Barlow	.50	Assist with preparation of materials for filing.
7/14/17	Beth Friedman	1.30	Arrange for client dial in and monitor hearing line for second day hearing.
7/14/17	Maureen McCarthy	2.20	Finalize final orders (1.2); prepare hearing materials re same (.6); follow-up re tech support for same (.4).
7/14/17	Alyssa B Russell	.20	Review, analyze docket update re entered second day orders.
7/14/17	Julia Foster	1.70	Prepare materials for July 14, 2017 hearing.
7/14/17	Anthony C Abate	.50	Prepare and file transcript request for second day hearing (.2); prepare and distribute daily docket updates re recently filed pleadings (.3).
7/14/17	Ryan Besaw	2.70	Prepare supplies and reference materials re second day hearing.
7/17/17	Maureen McCarthy	.40	Finalize and file updated master service list.
7/17/17	Christopher Hayes	.30	Telephone conference with A. Gibbons re case administration.
7/17/17	Gene Goldmintz	1.00	Correspond with parties in interest re notices (.6); summarize same (.4).
7/17/17	Ryan Besaw	.20	Correspond with K&E team re recently filed pleadings.
7/18/17	Alyssa B Russell	.30	Correspond with K&E team and Epiq team re master service list.
7/18/17	Christopher Hayes	.40	Telephone conference with A. Gibbons re workstream coordination.
7/18/17	Ryan Besaw	.20	Correspond with K&E team re recently filed pleadings and transcripts.

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

8 - Case Administration

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/19/17	David Seligman, P.C.	.70	Telephone conferences and correspond with stakeholders re chapter 11 developments.
7/19/17	Alyssa B Russell	.30	Telephone conference with K&E team re case status and works in process (.2); correspond with A. Burdulia re status of deliverables (.1).
7/19/17	AnnElyse Gibbons	.40	Telephone conference with K&E team re works in process and case update.
7/19/17	Christopher Hayes	.40	Telephone conference with K&E team re case updates, workstream coordination.
7/19/17	Allyson Smith	.60	Telephone conference with K&E team re work in process and status updates (.3); telephone conference with K&E team, McKinsey and Rothschild re same (.3).
7/19/17	Alexander Burdulia	1.60	Correspond with K&E team re works in process (.3); review and revise charts re same (.7); prepare for and participate in telephone conference with K&E team re same (.3); telephone conference with McKinsey, Rothschild, and K&E teams re works in process (.3).
7/19/17	Gene Goldmintz	.30	Telephone conference with K&E team re status.
7/19/17	Ryan Besaw	.20	Correspond with K&E team re recently filed pleadings and transcripts.
7/19/17	Daniel Latona	.70	Prepare for and participate in telephone conferences with K&E, McKinsey, and Company re work in progress.
7/19/17	Jeremy Evans	.80	Prepare for and participate in telephone conference with K&E team re work in progress (.3); prepare for and participate in GenOn advisors telephone conference re works in progress (.2); prepare for and participate in telephone conference with company re case status (.3).

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

8 - Case Administration

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/20/17	Ryan Besaw	.20	Correspond with K&E team re recently filed pleadings and transcripts.
7/21/17	Ryan Besaw	.10	Correspond with K&E team re recently filed pleadings.
7/22/17	Walter B Winger	.80	Participate in K&E team and other professionals works in process meetings.
7/24/17	Christopher Hayes	.30	Telephone conference with A. Gibbons re case coordination.
7/24/17	Ryan Besaw	.20	Correspond with K&E team re recently filed pleadings.
7/25/17	Alyssa B Russell	.10	Telephone conference with K&E team re case update.
7/25/17	Ryan Besaw	.90	Search and distribute precedent (.8); correspond with K&E team re recently filed pleadings (.1).
7/25/17	Daniel Latona	.10	Telephone conference with K&E team re case update.
7/26/17	Walter B Winger	.60	Telephone conference with K&E team re works in process (.2); telephone conference with K&E team, McKinsey team, and RC team re works in process, coordination (.4).
7/26/17	Alyssa B Russell	.80	Telephone conference with K&E team re works in process (.3); telephone conference with K&E team, McKinsey team, and RC team re works in process, coordination (.5).
7/26/17	AnnElyse Gibbons	1.30	Telephone conference with K&E team re works in process (.4); telephone conference with Rothschild and McKinsey re same (.5); telephone conference with client re same (.4).

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

8 - Case Administration

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/26/17	Alexander Burdulia	1.40	Correspond with K&E team re works in process (.2); update works in process chart (.2); prepare for and telephone conference with K&E team re works in process (.5); telephone conference with K&E, Rothschild, and McKinsey teams re same (.2); telephone conference with Company team re same (.3).
7/26/17	Gene Goldmintz	1.20	Telephone conference with K&E team, McKinsey re case status.
7/26/17	Ryan Besaw	.10	Correspond with K&E team re recent filings.
7/26/17	Daniel Latona	.30	Telephone conference with K&E team re works in process.
7/26/17	Jeremy Evans	1.10	Participate in telephone conference with K&E team re work in process (.4); telephone conference with K&E, McKinsey re case status (.7).
7/27/17	Alexander Burdulia	.30	Review and revise working group list.
7/27/17	Daniel J Varn	.30	Compose and circulate daily docket report (.2); update DMS files re new pleadings (.1).
7/28/17	Alexander Burdulia	.80	Review and revise working group list.
7/28/17	Patrick J Samper	1.30	Draft internal K&E attorney team working group list.
7/31/17	Christopher Hayes	.90	Telephone conference with A. Gibbons re case coordination (.6); follow-up re same (.3).
		171.60	TOTAL HOURS

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle Street  
Chicago, Illinois 60654

FEIN 36-1326630

September 1, 2017

GenOn Energy, Inc.  
211 Carnegie Center  
Princeton, NJ 08540

Attention: Brian Curci

**Invoice Number: 5161127**  
**Client Matter: 26173-9**

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**In the matter of Plan, Disclosure Statement, Confirmation**

For legal services rendered through July 31, 2017  
(see attached Description of Legal Services for detail) \$ 810,626.50

For expenses incurred through July 31, 2017  
(see attached Description of Expenses for detail) \$ .00

Total legal services rendered and expenses incurred \$ 810,626.50

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

9 - Plan, Disclosure Statement, Confirmation

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Anthony C Abate	.40	240.00	96.00
Shubi Arora, P.C.	7.20	1,295.00	9,324.00
Jack N Bernstein	2.50	1,195.00	2,987.50
Ryan Besaw	8.60	240.00	2,064.00
Brandon Bishoff	1.10	735.00	808.50
Alexander Burdulia	1.30	645.00	838.50
Michael L Cerankowski	1.60	835.00	1,336.00
Jeremy Evans	4.00	735.00	2,940.00
Jeremy Evans	7.40	835.00	6,179.00
Julia Foster	2.20	240.00	528.00
AnnElyse Gibbons	6.40	905.00	5,792.00
Gene Goldmintz	10.10	735.00	7,423.50
Christopher Hayes	85.50	835.00	71,392.50
Christopher Hayes	78.10	905.00	70,680.50
Kim Hicks	12.50	1,035.00	12,937.50
Jared Kelly	9.00	835.00	7,515.00
Gregg G Kirchhoefer, P.C.	1.00	1,295.00	1,295.00
Demetre Klebaner	7.20	560.00	4,032.00
Daniel Latona	2.10	645.00	1,354.50
Juan P Lopez	4.30	645.00	2,773.50
Roger S Lucas	.90	1,525.00	1,372.50
Maureen McCarthy	9.40	390.00	3,666.00
Andres C Mena, P.C.	5.80	1,225.00	7,105.00
Gerald T Nowak, P.C.	69.70	1,475.00	102,807.50
Carrie Oppenheim	.60	380.00	228.00
Samuel C Peca	.70	995.00	696.50
Jeannie B Poland	2.50	835.00	2,087.50
Jeannie B Poland	11.40	905.00	10,317.00
Jeffrey S Quinn	.60	1,195.00	717.00
Alyssa B Russell	48.10	645.00	31,024.50
Alyssa B Russell	53.20	735.00	39,102.00
David Seligman, P.C.	102.50	1,410.00	144,525.00
Steven Serajeddini	61.10	1,035.00	63,238.50
David Serna	11.60	905.00	10,498.00
David Serna	13.00	955.00	12,415.00
Ravi Shankar	.60	845.00	507.00
Ankur Sharma	6.60	555.00	3,663.00
Ahmed Sidik	1.00	905.00	905.00
Allyson Smith	86.50	555.00	48,007.50
Allyson Smith	22.70	645.00	14,641.50
Stella Tang	4.40	735.00	3,234.00
Walter B Winger	15.10	955.00	14,420.50
Walter B Winger	24.00	995.00	23,880.00
Paul Zier	53.20	1,075.00	57,190.00

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

9 - Plan, Disclosure Statement, Confirmation

<u><b>Name</b></u>	<u><b>Hours</b></u>	<u><b>Rate</b></u>	<u><b>Amount</b></u>
David Zobell	2.10	645.00	1,354.50
Factual Research	2.20	330.00	726.00
<b>TOTALS</b>	<b>862.00</b>		<b>\$ 810,626.50</b>

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

9 - Plan, Disclosure Statement, Confirmation

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
6/14/17	Gerald T Nowak, P.C.	2.00	Review and analyze legal and strategic considerations re transaction.
6/14/17	Paul Zier	2.50	Correspond with K&E team re disclosure documents (1.0); analyze Section 1145 issues re same (1.5).
6/14/17	David Zobell	.40	Review, analyze backstop term sheet and disclosure statement.
6/14/17	Demetre Klebaner	3.30	Review and revise tax provisions of disclosure statement.
6/15/17	Gerald T Nowak, P.C.	2.00	Review, analyze transaction issues.
6/15/17	Paul Zier	4.70	Analyze 34 Act issues re plan (1.5); report status analysis of review to K&E team (1.0); analyze 1145 successor issuer issues re plan (1.0); review, analyze risk factors re plan (.2); analyze rights offering precedent (1.0).
6/16/17	Gerald T Nowak, P.C.	2.50	Review, analyze legal and strategic considerations re restructuring.
6/16/17	David Seligman, P.C.	2.20	Telephone conferences and correspond with stakeholders re restructuring strategies.
6/16/17	Alyssa B Russell	.20	Correspond with C. Hayes re tax comments to disclosure statement.
6/16/17	Christopher Hayes	3.30	Telephone conferences with creditor advisors, correspondence with K&E team re deal strategy (1.7); analyze legal considerations re same (.7); correspond with K&E team, Rothschild re same (.6); review, analyze action plan re deal documents (.3).
6/19/17	Gerald T Nowak, P.C.	2.00	Review, analyze transaction issues.



Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

9 - Plan, Disclosure Statement, Confirmation

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/19/17	David Seligman, P.C.	2.60	Telephone conferences with company re NRG transition matters (.4); review, analyze materials re same (.6); correspondence with K&E team re plan formulation and chapter 11 case strategies (1.6).
6/19/17	Maureen McCarthy	.60	Search and distribute precedent re disclosure statement and motion to approve the disclosure statement.
6/19/17	Paul Zier	3.50	Correspond with K&E restructuring team re exit financing (.7); review, analyze precedent transactions (.4); review, analyze and reply to multiple correspondence re same (.8); correspond with K&E capital markets team re 1934 Securities Act issues (.6); review, analyze disclosure statement and plan (1.0).
6/19/17	Steven Serajeddini	3.40	Correspond with K&E team, company re plan issues (1.4); review, revise documents re same (.4); review, analyze same (1.6).
6/19/17	Walter B Winger	1.10	Review, analyze confirmation, solicitation, rights offering issues (.4); research, analyze precedent, documents re same (.5); correspond with S. Serajeddini, C. Hayes re same (.2).
6/19/17	Alyssa B Russell	5.20	Correspond with C. Hayes re disclosure statement (.6); review, revise same (4.6).
6/19/17	David Serna	1.00	Review and revise plan and description of notes.
6/19/17	Christopher Hayes	10.50	Review, comment on draft plan (4.5); correspond with W. Winger, S. Serajeddini re plan workstreams (.7); correspond with K&E team, advisors re same (.5); telephone conference with Rothschild re valuation analysis, projections (.3); correspond with S. Serajeddini re same (.1); telephone conference with McKinsey re liquidation analysis (.4); conduct follow-up re same (.5); review, comment on disclosure statement (3.5).

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

9 - Plan, Disclosure Statement, Confirmation

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/19/17	Allyson Smith	12.30	Review, revise plan (5.6); correspond with K&E securities team re same (.5); draft motion to approve disclosure statement (4.5); correspond with C. Hayes re same (.3); revise work in progress chart re RSA milestones (.5); correspond with K&E team re Rothschild issues (.5); correspond with K&E team re work in progress status (.4).
6/19/17	Ryan Besaw	2.10	Review, revise disclosure statement (.2); prepare shell re disclosure statement motion (1.9).
6/20/17	Gerald T Nowak, P.C.	3.50	Review, analyze transaction issues.
6/20/17	David Seligman, P.C.	8.40	Telephone conferences and correspondence with company and K&E team re exit plan and disclosure statement planning, chapter 11 strategies and related matters (.9); conduct follow up re same (.4); prepare for and participate in conferences with creditors re exit planning (6.6); conduct diligence re tax and securities exit structuring (.5).
6/20/17	Paul Zier	5.00	Review, analyze corporate transactions re exit (1.2); correspond with company re same (.3); correspond with K&E team re rights offering process (.8); review, analyze precedent transactions (1.2); correspond with K&E team re restructuring issues (.5); review, analyze disclosure statement (.6); correspond with K&E team re asset sales (.4).
6/20/17	Steven Serajeddini	4.40	Correspond with K&E team, company, noteholders counsel re plan issues (1.9); review, analyze same (1.3); review, revise documents re same (1.2).
6/20/17	Walter B Winger	3.30	Draft closing checklist (.8); review, analyze diligence materials, pleadings re same (.7); correspond with McKinsey, K&E team re same (.3); review, revise plan (1.1); research, analyze precedent, diligence materials re same (.4).

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

9 - Plan, Disclosure Statement, Confirmation

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/20/17	Alyssa B Russell	5.90	Correspond with C. Hayes re disclosure statement (.1); review, revise and analyze comments to same (5.1); correspond with D. Serna re same (.1); correspond with K&E team and Rothschild re same (.6).
6/20/17	David Zobell	.50	Review and analyze disclosure statement and plan.
6/20/17	Julia Foster	.50	Research precedent re disclosure statements.
6/20/17	Jared Kelly	1.00	Correspond with K&E team re plan, disclosure statement and related issues.
6/20/17	David Serna	4.80	Draft and revise plan and disclosure statement (1.3); research rights offering precedent (1.5); telephone conference with company re status (1.0); review, analyze documents for securities deliverables and plan for closing mechanics (1.0).
6/20/17	Christopher Hayes	10.20	Correspond with K&E team, noteholder counsel re plan (.3); review, comment on disclosure statement, disclosure statement motion and exhibits (3.5); review, analyze precedent re same (.5); correspond with K&E team, advisors re same (.3); review, comment on revised disclosure statement (1.3); correspond with K&E team re same (.4); correspond (multiple) with K&E team, noteholder advisors re deal considerations (1.9); correspond with K&E team, professionals re same (2.0).
6/20/17	Allyson Smith	4.50	Revise motion to approve disclosure statement (2.8); correspond with C. Hayes re same (.1); revise same (.8); correspond with Epiq re ballots (.2); review, analyze precedent re seal motions and correspond with A. Burdulia re same (.6).
6/20/17	Anthony C Abate	.20	Search for and distribute precedent re approved disclosure statements and confirmed plans.

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

9 - Plan, Disclosure Statement, Confirmation

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/20/17	Demetre Klebaner	.70	Review and revise tax provisions of disclosure statement.
6/20/17	Ravi Shankar	.40	Review, revise disclosure statement.
6/21/17	Gerald T Nowak, P.C.	2.00	Review and comment on plan, disclosure statement (1.4); correspond with K&E team re same (.6).
6/21/17	David Seligman, P.C.	1.10	Telephone conferences and correspond with bondholder s counsel re next steps, plan and strategies.
6/21/17	Steven Serajeddini	4.30	Correspondence (multiple) with K&E team re plan issues (2.8); review and analyze same (.7); review, revise documents re same (.8).
6/21/17	Alyssa B Russell	3.40	Correspond with K&E team, Rothschild and McKinsey re deal structure (1.2); review, analyze Epiq comments to ballots (.6); review, revise disclosure statement and correspond with K&E team re same (1.6).
6/21/17	David Zobell	1.20	Telephone conference with working group re transaction structuring.
6/21/17	Christopher Hayes	8.60	Review, comment on draft ballots (.5); telephone conferences and correspondence with noteholders advisors re workstream coordination (1.1); correspond (multiple) with advisors, K&E team re offering procedures (1.0); follow-up correspondence (multiple) with K&E team, Rothschild re same (.9); correspond with S. Serajeddini re deal workstreams (.3); correspond with J. Bernstein re pension indemnity (.4); review, revise disclosure statement motion (4.1); correspond with K&E team re same (.3).
6/21/17	Allyson Smith	8.30	Review, revise disclosure statement motion (5.3); research, analyze diligence materials, precedent re same (2.6); conferences with K&E team re same (.4).

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

9 - Plan, Disclosure Statement, Confirmation

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/21/17	Ryan Besaw	.90	Compile and distribute precedent.
6/21/17	Jeannie B Poland	.50	Draft transition services agreement.
6/22/17	Gerald T Nowak, P.C.	2.00	Correspond with K&E team re disclosure statement, plan re corporate structure, risk factors and plan structure (.8); review, revise same (1.2).
6/22/17	David Seligman, P.C.	.70	Review, analyze client presentation materials re case strategy and next steps (.5); correspond with K&E team re same (.2).
6/22/17	Paul Zier	1.50	Review, revise disclosure statement (.7); correspond with K&E team re same (.2); review, analyze corporate organization (.6).
6/22/17	Alyssa B Russell	3.80	Review, revise disclosure statement motion and solicitation procedures and correspond with K&E team and Epiq team re same (2.8); correspond with K&E team re rights offering issues (.4); revise disclosure statement (.6).
6/22/17	Christopher Hayes	7.80	Review, comment on disclosure statement motion (2.5); correspond with K&E team re same (.9); telephone conferences with Epiq re same (1.1); telephone conference with McKinsey, Rothschild re liquidation analysis (.8); correspond with K&E capital markets team re offering procedures and related considerations (1.2); review, comment on offering procedure draft and correspond with K&E team re same (1.3).
6/22/17	Allyson Smith	8.40	Review, revise disclosure statement motion (6.9); correspond with Epiq and C. Hayes re same (1.5).
6/22/17	Ravi Shankar	.20	Correspond with K&E bankruptcy team re issues disclosure statement.
6/23/17	Gerald T Nowak, P.C.	2.00	Review, analyze disclosure statement exhibits (.6); correspond with K&E team re transaction issues (1.4).

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/23/17	David Seligman, P.C.	1.10	Telephone conference with bondholders counsel re case status and restructuring strategies.
6/23/17	Jeffrey S Quinn	.60	Review, analyze revised issues list and provide comments re plan (.3); correspond with stakeholders same (.3).
6/23/17	Paul Zier	4.50	Correspond with K&E team re rights offering procedures (.6); review, analyze outline re same (.4); analyze securities exemptions (.8); review, analyze disclosure statement issues (.7); correspond with Epiq re same (.4); review, analyze 1934 Securities Act language (1.6).
6/23/17	Steven Serajeddini	1.90	Correspond with K&E team, company re plan issues (1.1); review, analyze same (.8).
6/23/17	Alyssa B Russell	4.70	Telephone conference with K&E team and Epiq re notes offering procedures (.5); review, analyze comments to disclosure statement and plan (.8); review, revise disclosure statement (2.5); correspond with K&E team and noteholders advisors re same (.9).
6/23/17	David Serna	5.80	Review, revise plan and disclosure statement (1.5); draft checklist and document list re same (2.0); telephone conference with Epiq re rights offering and offering procedures (1.5); research, analyze case and statutory securities law (.8).
6/23/17	Christopher Hayes	3.60	Correspond with K&E team, Epiq, noteholder advisors re offering procedures (1.6); correspond with K&E team, advisors re liquidation analysis (.4); review, analyze precedent re same (.2); correspond with K&E team re revisions to disclosure statement (1.0); review, analyze precedent re same (.4).

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/23/17	Allyson Smith	6.00	Correspond with K&E team re notes offering (.7); review, analyze precedent re plan issues (.8); telephone conference with noteholder counsel re solicitation (.7); review, revise disclosure statement motion (1.5); review, revise plan (.3); review, analyze noteholder counsel plan comments and correspond with C. Hayes re same (.6); draft notes offering motion (1.4).
6/24/17	Alyssa B Russell	.20	Review, analyze noteholder counsel comments to disclosure statement.
6/25/17	Alyssa B Russell	2.40	Review, revise disclosure statement (2.0); correspond with C. Hayes and A. Smith re same (.4).
6/25/17	Jared Kelly	.50	Review, analyze noteholder comments to securities disclosure in the plan and disclosure statement.
6/25/17	Christopher Hayes	2.90	Review, analyze stakeholder comments to plan, disclosure statement (2.4); correspond with K&E team re same (.5).
6/25/17	Allyson Smith	4.50	Review, revise plan (4.1); correspond with K&E team re same (.4).
6/26/17	Gerald T Nowak, P.C.	1.00	Correspond with K&E team re transaction issues.
6/26/17	David Seligman, P.C.	4.60	Review, revise plan and disclosure statement (1.9); telephone conferences with ad hoc group re case status and developments (.6); telephone conferences and correspondence with K&E team, Rothschild and McKinsey re plan strategy and transition issues (2.1).
6/26/17	Maureen McCarthy	1.10	Prepare notice of disclosure statement hearing.

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/26/17	Paul Zier	4.00	Correspond with K&E team re disclosure matters (.4); review, analyze disclosure statement (1.3); review, analyze rights offering precedent (1.3); analyze potential corporate structures (.8); correspond with K&E team re same (.2).
6/26/17	Steven Serajeddini	1.30	Correspond with K&E team, noteholder counsel re plan issues (1.1); review, analyze same (.2).
6/26/17	Alyssa B Russell	5.80	Correspond with C. Hayes and K&E corporate team re various deal documents (.3); correspond with C. Hayes re NRG counsel comments to disclosure statement (.3); review, revise same (4.1); correspond with K&E team and advisors re plan, disclosure statement and disclosure statement motion (1.1).
6/26/17	Jared Kelly	1.80	Review, analyze and correspond with K&E restructuring team re certain edits to the plan and disclosure statement from noteholder counsel (1.1); circulate comments to same (.7).
6/26/17	Christopher Hayes	9.30	Review, comment on draft liquidation analysis (.5); correspond with McKinsey, Rothschild, K&E team re same (.5); correspond with K&E team (multiple) re emergence considerations (1.0); correspond with K&E corporate team re same (.4); review, comment on revised plan (2.0); correspond with A. Russell, A. Smith re same (.5); review, comment on revised disclosure statement and analyze creditor comments re same (2.2); review, comment on disclosure statement motion (.9); correspond with A. Smith re same (.4); review, comment on draft presentation slides re restructuring considerations case timeline (.5); correspond with K&E team re same (.4).



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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/26/17	Allyson Smith	7.40	Correspond with C. Hayes re plan (1.0); correspond with K&E corporate team re same (.2); review, revise plan (2.5); draft notes offering motion (.7); review, revise disclosure statement motion (3.0).
6/26/17	Demetre Klebaner	1.20	Review and revise tax provisions of restructuring plan.
6/26/17	Jeremy Evans	.50	Correspond with K&E team, McKinsey, re liquidation analysis and other plan matters.
6/26/17	Shubi Arora, P.C.	.50	Analyze matters re transition services agreement (.2); participate in telephone conference with D. Seligman re GenOn post-reorganization matters (.3).
6/27/17	Gerald T Nowak, P.C.	2.00	Correspond with K&E restructuring team re corporate restructuring transaction (.7); review, analyze plan, disclosure statement re same (1.3).
6/27/17	David Seligman, P.C.	2.80	Review, revise plan and disclosure statement (1.4); telephone conferences and correspond with K&E team and company re chapter 11 restructuring strategies and plan development (1.4).
6/27/17	Steven Serajeddini	3.20	Correspond with K&E team, company re plan issues (2.1); review, analyze issues re same (1.1).
6/27/17	Walter B Winger	1.70	Review, revise plan, disclosure statement, disclosure statement motion (1.3); research, analyze precedent re same (.4).
6/27/17	Alyssa B Russell	4.70	Review, revise notice of disclosure statement hearing and correspond with C. Hayes re same (.4); review, revise disclosure statement and correspond with K&E team, noteholder advisors, Rothschild, McKinsey and company re same (3.3); review, analyze comments to disclosure statement and plan (1.0).

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/27/17	Jared Kelly	1.60	Revise plan and disclosure statement (.7); correspond with K&E team re same (.3); research, analyze case and statutory law re securities rules re certain disclosure items (.6).
6/27/17	Christopher Hayes	9.20	Review, revise plan and analyze stakeholder comments re same (2.8); review, revise disclosure statement and analyze stakeholder comments re same (2.5); review, revise disclosure statement motion and analyze stakeholder comments re same (2.1); correspond with K&E team re same (.6); telephone conferences and correspondence with stakeholders re same (.7); correspond with K&E team, advisors, re disclosure statement exhibits (.5).
6/27/17	Ankur Sharma	3.90	Draft, revise and circulate form 8-K re plan and disclosure statement.
6/27/17	Allyson Smith	11.60	Review, revise plan (3.9); revise disclosure statement motion (6.5); review, revise notes offering motion (1.0); circulate disclosure statement motion and redlines (.2).
6/27/17	Jeremy Evans	2.00	Correspond with McKinsey re disclosure statement notice communications (.1); review, revise liquidation analysis (1.9).
6/27/17	Jeannie B Poland	2.00	Review, revise transition services agreement (1.6); correspond with Baker Botts re cooperation agreement (.4).
6/28/17	Gerald T Nowak, P.C.	1.00	Review, analyze disclosure statement, plan re restructuring transaction implications.

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/28/17	David Seligman, P.C.	3.60	Review, revise latest draft of plan and disclosure statement and solicitation procedures motion (1.1); telephone conferences and correspond with K&E team and company re chapter 11 restructuring strategies and plan development (1.6); telephone conferences and correspond with creditor advisors re case developments and strategies (.9).
6/28/17	Paul Zier	3.00	Review, analyze disclosure statement, private placement exemptions (2.5); correspond with K&E team re rights offering (.5).
6/28/17	Steven Serajeddini	3.90	Correspond with K&E team, opposing counsel re plan issues (2.5); review, analyze same (.8); review and revise documents re same (.6).
6/28/17	Walter B Winger	3.20	Review, revise plan, disclosure statement and disclosure statement motion (2.2); research, analyze precedent, diligence materials, rules re same (.7); correspond with K&E team re same (.3).
6/28/17	Alyssa B Russell	4.90	Review, analyze revised plan and disclosure statement motion re disclosure statement (1.3); revise disclosure statement (1.4); review, analyze comments to same and plan (.9); correspond with K&E team, company, NRG counsel, noteholder counsel, McKinsey and Rothschild re same (1.3).
6/28/17	Christopher Hayes	9.90	Review, revise plan and analyze stakeholder comments re same (2.8); review, revise disclosure statement and analyze stakeholder comments re same (3.0); review, revise disclosure statement motion and analyze stakeholder comments re same (2.1); correspond with K&E team re same (.4); correspond with stakeholders re same (.8); correspond with K&E team, advisors, re disclosure statement exhibits (.8).

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/28/17	Ankur Sharma	1.70	Reivew, revise draft of form 8-K re plan and disclosure statement.
6/28/17	Allyson Smith	11.70	Correspond with C. Hayes re comments to plan (.8); review, revise plan (6.1); review, revise disclosure statement motion (4.8).
6/28/17	Demetre Klebaner	1.70	Draft and revise tax language for disclosure statement.
6/28/17	Jeremy Evans	1.50	Office conference with Rothschild and McKinsey re liquidation analysis.
6/29/17	Jack N Bernstein	2.50	Review, revise plan and disclosure statement (2.0); correspond with K&E team re same (.5).
6/29/17	Gerald T Nowak, P.C.	5.00	Correspond with K&E restructuring team (multiple) re corporate restructuring transaction (.9); review, analyze plan, disclosure statement re same (1.3); revise same (2.8).
6/29/17	Maureen McCarthy	2.20	Finalize and file with the court the plan, disclosure statement, motion to approve the disclosure statement and the notice of disclosure statement hearing.
6/29/17	Paul Zier	5.00	Telephone conference with K&E team, other professionals re disclosure statement, exit facility (2.8); review and analyze materials re same (1.8); correspond with Rothschild re same (.4).
6/29/17	Steven Serajeddini	1.10	Correspond with K&E team, opposing counsel re plan issues (.8); review, analyze same (.3).
6/29/17	Walter B Winger	5.80	Review, revise plan, disclosure statement, disclosure statement motion and related materials (4.8); research, analyze precedent, diligence materials, secondary sources, rules re same (.7); correspond with K&E team re same (.3).

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/29/17	Alyssa B Russell	6.90	Review, revise and finalize disclosure statement, disclosure statement motion and disclosure statement hearing notice (4.1); review, analyze comments re same (.6); correspond with K&E team and advisors re same (1.3); review, analyze plan, disclosure statement, disclosure statement motion and disclosure statement hearing notice for filing (.9).
6/29/17	Jared Kelly	3.30	Review, analyze noteholder counsel and trustee counsel comments plan and disclosure statement (.8); correspond with K&E team re same (.5); circulate comments re same (.6); review, analyze comments to current report re filing plan and disclosure statement (.4); coordinate with printer and NRG counsel re filing the current report with the SEC (1.0).
6/29/17	Christopher Hayes	8.80	Review, revise plan and analyze stakeholder comments re same (3.3); review, revise disclosure statement and analyze stakeholder comments re same (3.4); review revise disclosure statement motion and analyze stakeholder comments re same (.6); correspond with K&E team re same (.4); telephone conferences and correspondence with stakeholders re same (.5); coordinate filing and service of same (.3); correspond with K&E team, advisors, re disclosure statement exhibits (.3).
6/29/17	Ankur Sharma	1.00	Revise 8-K re plan and disclosure statement (.8); correspond with K&E restructuring team re same (.1); circulate same for filing (.1).
6/29/17	Allyson Smith	11.80	Review, revise plan (5.2); review, revise disclosure statement motion (5.6); prepare same for filing (1.0).
6/29/17	Demetre Klebaner	.30	Review and revise tax provisions of disclosure statement.

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/29/17	Roger S Lucas	.90	Review, comment on revised disclosure statement.
6/30/17	Gerald T Nowak, P.C.	2.00	Correspond (multiple) with K&E teams re plan, disclosure statement transactional considerations.
6/30/17	David Seligman, P.C.	1.90	Telephone conferences and correspond with K&E team and company re chapter 11 restructuring strategies and plan development (1.3); telephone conferences and correspond with creditor advisors re case developments and strategies (.6).
6/30/17	Maureen McCarthy	.80	Prepare mini books of the plan, disclosure statement, motion to approve disclosure statement and notice of disclosure statement hearing.
6/30/17	Paul Zier	2.50	Analyze disclosure statement re securities disclosure (1.4); review, analyze Form 8-K rules re same (.8); review, correspond with K&E restructuring team re same (.3).
6/30/17	Jared Kelly	.80	Coordinate current report filing re plan and disclosure statement filing (.4); correspond with company re same (.4).
6/30/17	Christopher Hayes	1.40	Telephone conference and correspondence with K&E capital markets team re offering procedures (.6); correspond with J. Evans, McKinsey re disclosure statement exhibits and related workstreams (.8).
7/01/17	Allyson Smith	.10	Correspond with A. Gibbons re plan issue.
7/03/17	David Seligman, P.C.	.70	Telephone conference with K&E team and advisors re creditor presentation re deal (.1); conduct follow up re same (.6).
7/05/17	Gerald T Nowak, P.C.	1.50	Review and analyze strategic alternatives re restructuring transaction issues (.9); correspond with K&E team re same (.6).

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7/05/17	David Seligman, P.C.	1.40	Telephone conference and correspond with K&E team and company re restructuring strategies and chapter 11 planning.
7/05/17	Walter B Winger	1.10	Review, analyze transition services agreement matters (.4); research, analyze diligence materials re same (.3); participate in telephone conference with McKinsey re same (.4).
7/05/17	Alyssa B Russell	.30	Review, analyze correspondence re status of plan supplement documents.
7/05/17	Shubi Arora, P.C.	.30	Review, analyze cooperation agreement.
7/06/17	Gerald T Nowak, P.C.	1.00	Analyze legal and strategic considerations re transaction (.8); correspond with K&E team re same (.2).
7/06/17	David Seligman, P.C.	1.20	Telephone conference and correspond with K&E team and company re restructuring strategies and chapter 11 planning.
7/06/17	Alyssa B Russell	.20	Correspond with K&E team re status of transition services agreement.
7/06/17	Gene Goldmintz	1.10	Revise disclosure statement hearing FAQs (.8); correspond with company re same (.3).
7/06/17	Shubi Arora, P.C.	1.50	Review, analyze draft of transaction services agreement (.5); review, analyze McKinsey presentation re same (.8); review, analyze RSA (.2).
7/06/17	Kim Hicks	.20	Conference with K&E re separation materials and cooperation background.
7/06/17	Jeannie B Poland	.30	Conferences and correspondence with S. Arora, A. Russell and B. Winger re transition services agreement (.2); compile information re cooperation agreement (.1).
7/07/17	Gerald T Nowak, P.C.	1.00	Analyze strategic alternatives re transaction (.7); correspond with K&E team re same (.3).

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7/07/17	David Seligman, P.C.	2.30	Telephone conference and correspond with K&E team and company re restructuring strategies and chapter 11 planning.
7/07/17	Walter B Winger	1.40	Review, revise disclosure statement exhibits (.4); conferences with K&E team re same (.2); review, analyze transition services agreement matters (.5); conferences with company, McKinsey, K&E team re same (.3).
7/07/17	Alyssa B Russell	.40	Telephone conference with K&E team and Baker Botts re cooperation agreement (.2); correspond with K&E team and regulatory counsel re status of plan supplement documents (.2).
7/07/17	AnnElyse Gibbons	1.60	Review and revise disclosure statement exhibits (1.2); correspond with K&E team, McKinsey and Rothschild re same (.4).
7/07/17	Shubi Arora, P.C.	.20	Prepare for and participate in telephone conference with Baker Botts re cooperation agreement.
7/07/17	Kim Hicks	.10	Conference with K&E team re cooperation agreement.
7/07/17	Jeannie B Poland	.20	Telephone conference with Baker Botts re cooperation agreement (.1); correspond with K&E team re same (.1).
7/08/17	Gerald T Nowak, P.C.	1.00	Analyze strategic alternatives re transactions (.3); correspond with K&E team re same (.7).
7/09/17	Gerald T Nowak, P.C.	.80	Analyze strategic alternatives re transactions (.6); correspond with K&E team re same (.2).
7/09/17	Alyssa B Russell	1.20	Correspond with A. Gibbons re disclosure statement exhibits and research docket for precedent re same.
7/09/17	AnnElyse Gibbons	1.60	Review and revise disclosure statement exhibits.



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7/10/17	Gerald T Nowak, P.C.	2.00	Analyze strategic alternatives re transaction (1.1); correspond with K&E team re same (.9).
7/10/17	David Seligman, P.C.	2.00	Review and comment on plan and disclosure statement (.9); develop strategies and tactics re chapter 11 case strategy and restructuring initiatives (1.1).
7/10/17	Alyssa B Russell	.30	Review, analyze liquidation analysis for issues (.2); correspond with K&E team re same (.1).
7/10/17	Christopher Hayes	1.80	Telephone conference with K&E team, Rothschild and McKinsey re valuation analysis, projections (1.1); telephone conferences and correspond with J. Evans re same (.7).
7/10/17	Allyson Smith	.30	Review, revise disclosure statement order.
7/10/17	Jeremy Evans	4.70	Review and revise disclosure statement exhibits (3.2); telephone conferences and correspond with C. Hayes, A. Gibbons and McKinsey re same (1.5).
7/10/17	Kim Hicks	.10	Conference with K&E team re transition services agreement.
7/10/17	Jeannie B Poland	.20	Telephone conference with A. Gibbons re transition services agreement.
7/11/17	Gerald T Nowak, P.C.	4.00	Telephone conferences and correspond with K&E team re transaction documents (1.1); review and analyze same (.8); analyze strategies re same (2.1).
7/11/17	David Seligman, P.C.	2.60	Review and revise disclosure statement and exhibits (1.2); telephone conferences and correspond with K&E team re transition services agreement and related matters (1.4).
7/11/17	Paul Zier	.40	Review and analyze backstop agreement and RSA.

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7/11/17	Alyssa B Russell	.20	Correspond with K&E team, McKinsey team and Rothschild team re disclosure statement exhibits.
7/11/17	Christopher Hayes	4.30	Review, comment on draft disclosure statement exhibits (3.2); telephone conference and correspond with K&E team, Rothschild, McKinsey re same (1.1).
7/11/17	Jeremy Evans	1.00	Telephone conferences with McKinsey, Rothschild re disclosure statement exhibits (.6); correspond with C. Hayes re same (.2); revise same (.2).
7/12/17	Gerald T Nowak, P.C.	3.50	Review and analyze transition services agreement matters (.8); analyze strategic alternatives re transactions (2.1); conferences and correspond with K&E team re same (.6).
7/12/17	Maureen McCarthy	.90	Draft notice of filing of exhibits to the disclosure statement.
7/12/17	Walter B Winger	1.70	Review, revise disclosure statement exhibits (.6); research, analyze diligence materials, precedent re same (.3); conferences with McKinsey, Rothschild, K&E team re same (.2); review, analyze transition services agreement matters (.4); telephone conferences with Baker Botts, K&E team re same (.2).
7/12/17	Alyssa B Russell	2.20	Telephone conference with C. Hayes, J. Evans and McKinsey team re liquidation analysis (.3); review, analyze precedent and correspond with K&E team re same (.4); revise disclosure statement and correspond with K&E team and Rothschild team re same (.8); review, revise notice of filing re disclosure statement exhibits (.2); correspond with K&E, McKinsey and Rothschild re same (.5).

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/12/17	AnnElyse Gibbons	2.50	Review and revise disclosure statement exhibits (.7); correspond with Rothschild and McKinsey re same (.3); review and analyze precedent re same (.6); prepare for and participate in all hands meeting with bondholders re emergence and strategy (.7); correspond with same re same (.2).
7/12/17	Christopher Hayes	2.90	Review, comment on revised disclosure statement exhibits and correspond with K&E team, advisors re same.
7/12/17	Jeremy Evans	1.70	Review and revise disclosure statement exhibits (.6); telephone conferences with K&E team, McKinsey re same (1.1).
7/12/17	Shubi Arora, P.C.	.50	Correspond and conference with K&E team re transition and separation matters.
7/12/17	Kim Hicks	1.50	Prepare for telephone conference re transition services agreement (.5); review and analyze RSA re same (.5); conference with restructuring team and McKinsey re same (.5).
7/12/17	Jeannie B Poland	1.70	Telephone conference with C. Hayes and B. Winger re transition services agreement (.5); telephone conference with K. Hicks, B. Winger and McKinsey re transition services agreement services schedules (.3); prepare summary re same (.9).
7/13/17	Gerald T Nowak, P.C.	2.50	Analyze transaction issues (1.9); correspond with K&E team re same (.6).
7/13/17	Walter B Winger	4.80	Review, analyze transition services agreement matters (2.8); research, analyze diligence materials, precedent re same (1.1); participate in telephone conferences with company, NRG, other professionals, K&E team re same (.9).
7/13/17	Alyssa B Russell	1.50	Review, revise disclosure statement exhibits and correspond with K&E, McKinsey and Rothschild re same (1.3); draft talking points re status of disclosure statement (.2).

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7/13/17	Christopher Hayes	1.70	Correspond with K&E team, advisors re disclosure statement exhibits (.8); review, analyze plan issues (.9).
7/13/17	Shubi Arora, P.C.	1.20	Prepare for and participate in telephone conference re transition services and related matters.
7/13/17	Kim Hicks	1.80	Review, analyze transition services agreement summary (1.3); participate in telephone conference with Baker Botts re transition services agreement and cooperation agreement (.5).
7/13/17	Jeannie B Poland	2.00	Telephone conference with Baker Botts, NRG, company, McKinsey and K. Hicks re transition services agreement (.5); telephone conference with B. Winger, K. Hicks and McKinsey re same (.5); conference with McKinsey re schedules (1.0).
7/14/17	Gerald T Nowak, P.C.	2.00	Analyze legal and strategic considerations re transaction (1.6); correspond with K&E team re issues re same (.4).
7/14/17	Paul Zier	2.50	Correspond with K&E team re securities disclosures (.8); conferences with K&E team re same (.9); review and analyze same (.8).
7/14/17	Carrie Oppenheim	.60	Prepare disclosure statement exhibits for filing (.3); review and file notice of same (.2); correspond with Epiq team re service (.1).
7/14/17	Walter B Winger	.90	Review, analyze transition services issues (.4); conferences with K&E team, company re same (.3); review and analyze diligence materials re same (.2).
7/14/17	Alyssa B Russell	2.30	Review, finalize disclosure statement exhibits and notice for filing and correspond with K&E, Rothschild and McKinsey re same (1.6); telephone conferences with C. Hayes re same (.1); review and revise disclosure statement (.6).

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/14/17	Christopher Hayes	2.20	Review, comment on disclosure statement exhibits and correspond with K&E team, advisors re same (1.3); finalize and coordinate filing and service of same (.4); telephone conference with J. Poland re emergence workstreams, coordination re same (.5).
7/14/17	Anthony C Abate	.20	Search for and distribute precedent re SDTX disclosure statement replies.
7/14/17	Kim Hicks	1.80	Conference with McKinsey and K&E team re transition services agreement.
7/14/17	Jeannie B Poland	.90	Telephone conference with K. Hicks and McKinsey re transition services (.2); telephone conference with C. Hayes re same (.1); review separation documents re same (.5); correspond with C. Hayes re requirements for entity formation (.1).
7/15/17	Gerald T Nowak, P.C.	.90	Analyze legal and strategic considerations re transaction.
7/16/17	Gerald T Nowak, P.C.	1.50	Analyze legal and strategic considerations re transaction (1.1); correspond with K&E team re same (.4).
7/16/17	Alexander Burdulia	1.30	Review and revise confirmation order.
7/17/17	Gerald T Nowak, P.C.	2.50	Analyze legal and strategic considerations re transaction (1.8); correspond with K&E team re same (.7).
7/17/17	David Seligman, P.C.	1.70	Telephone conferences and correspond with company re RSA implementation and restructuring matters.
7/17/17	Walter B Winger	2.90	Review, analyze separation issues (1.1); research diligence materials, precedent re same (.8); conferences with company, McKinsey, K&E team, other professionals re same (1.0).

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/17/17	Alyssa B Russell	2.80	Review, revise disclosure statement and correspond with C. Hayes re same (.7); review, analyze precedent re disclosure statement reply and conference with C. Hayes re same (2.1).
7/17/17	Christopher Hayes	4.50	Review, analyze creditor inquiry re plan issues and analyze precedent re same (1.6); telephone conference with opposing counsel re same (.1); correspond with A. Smith re same (.2); review, analyze diligence materials and consider revisions re same (1.5); telephone conference and correspond with S. Serajeddini re same (.1); telephone conference with counsel re comments to plan (1.0).
7/17/17	Allyson Smith	1.30	Review and analyze precedent re plan issues (.5); review and revise plan language re same (.3); correspond with C. Hayes re same (.1); revise disclosure statement order re publication notice (.2); correspond with G. Goldmintz and Epiq re same (.1); correspond with C. Hayes re filed version of plan (.1).
7/17/17	Juan P Lopez	4.30	Review, revise, redact transition services agreement.
7/17/17	Ryan Besaw	.20	Research re disclosure statement objection reply precedent.
7/17/17	Kim Hicks	1.50	Review, analyze transition services agreement (1.0); conference with J. Poland re same (.5).
7/17/17	Stella Tang	4.40	Review, compile and redact sample executed transition services agreements.
7/18/17	Gerald T Nowak, P.C.	3.00	Analyze legal and strategic considerations re transaction (1.8); conferences and correspond with K&E team re same (1.2).

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/18/17	David Seligman, P.C.	3.80	Telephone conferences and correspond with K&E team re RSA implementation and restructuring matters (1.1); review and revise chapter 11 strategic initiatives materials (.9); follow up re same (.7); telephone conferences with company re transition matters and transition services agreement implementation (.6); review documentation re same (.5).
7/18/17	Maureen McCarthy	1.60	Search and distribute precedent re disclosure statement objections in the SDTX (1.3); search and distribute precedent re confirmation orders (.3).
7/18/17	Paul Zier	3.00	Telephone conference with K&E team re disclosure matters (.2); conference with G. Nowak re same (.1); correspond with K&E team re same (.9); review and analyze securities disclosure (1.8).
7/18/17	Walter B Winger	3.20	Review, analyze various plan supplement matters, including TSA, CBA issues (1.8); research, analyze diligence materials, precedent re same (.8); conferences with company, McKinsey, K&E team re same (.6).
7/18/17	Alyssa B Russell	1.00	Correspond with C. Hayes re confirmation work stream (.1); review, analyze precedent re disclosure statement replies and correspond with K&E team re same (.8); correspond with K&E team re confirmation order (.1).
7/18/17	Julia Foster	.50	Research precedent re disclosure statement.
7/18/17	AnnElyse Gibbons	.30	Correspond with company re plan and disclosure statement process.

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/18/17	Christopher Hayes	2.90	Correspond with creditor, A. Russell re inquiry re plan (.3); review, analyze plan and related legal considerations (.9); telephone conference with Baker Botts re plan supplement deliverables (.4); review, revise RSA docs re potential amendments (.6); conference with W. Winger re emergence workstreams (.3); correspond with K&E team re same (.4).
7/18/17	Allyson Smith	.60	Review, analyze plan re confirmation issues.
7/18/17	Gene Goldmintz	.30	Correspond with K&E team re closing matters.
7/18/17	Ryan Besaw	1.60	Research re omnibus reply to disclosure statement objections precedent (1.1); draft omnibus reply to disclosure statement objections (.5).
7/18/17	Shubi Arora, P.C.	.50	Conferences and correspondence re transition services agreement (.3); correspond re NDA and review same (.2).
7/18/17	Kim Hicks	2.10	Review, analyze transition services agreement (1.5); conference with J. Poland and McKinsey re same (.6).
7/18/17	Jeannie B Poland	2.10	Attend telephone conference with K. Hicks and McKinsey re transition services agreement schedules (.3); review and revise transition services agreement (1.8).
7/18/17	Factual Research	2.20	Research re disclosure statement objections.
7/19/17	Gerald T Nowak, P.C.	2.00	Analyze legal and strategic considerations re transaction (1.3); correspond with K&E team re same (.7).



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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/19/17	David Seligman, P.C.	2.60	Telephone conferences and correspond with K&E team re RSA implementation issues (.4); telephone conference with McKinsey team coordination re TSA and related matters (.5); analyze chapter 11 strategic transactions (.8); conferences and correspond with company re same (.9).
7/19/17	Paul Zier	.90	Review and comment on disclosure statement re rights offering.
7/19/17	Steven Serajeddini	2.10	Correspond with K&E team and opposing counsel re plan, rights offerings issues (1.6); review and analyze same (.5).
7/19/17	Alyssa B Russell	3.30	Conference with C. Hayes re closing checklist (.1); draft, revise same (1.3); correspond with K&E team, McKinsey and regulatory counsel re same (.3); review, revise disclosure statement and correspond with K&E team re same (.4); review, analyze precedent re objections to disclosure statements and summarize same (.7); correspond with C. Hayes re same (.2); telephone conference with K&E, McKinsey and Rothschild re coordination issues (.3).
7/19/17	Christopher Hayes	3.90	Correspond with creditor advisors re closing deliverables and coordination re same (.3); review, analyze plan re potential revisions (.9); revise same (1.8); review, analyze objections to disclosure statement (.6); correspond with K&E team re same (.3).
7/19/17	Ryan Besaw	.20	Search and distribute plan supplement exhibit precedent.
7/19/17	Shubi Arora, P.C.	.20	Correspond with K&E team re transition services agreement and related matters.
7/19/17	Kim Hicks	.30	Conference with K&E and company re transition services agreement.

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/20/17	Gerald T Nowak, P.C.	2.00	Analyze legal and strategic considerations re transaction (1.0); conferences and correspond with K&E team re legal and strategic considerations re transactions (1.0).
7/20/17	David Seligman, P.C.	3.10	Telephone conference with company re status report re deal (.5); follow up re same (.4); telephone conferences and correspond with company and K&E team re chapter 11 restructuring strategies and strategic transactions (2.2).
7/20/17	Paul Zier	.70	Review and comment on disclosure statement.
7/20/17	Alyssa B Russell	4.70	Review, analyze objection to disclosure statement and summarize same (.8); correspond with K&E team and opposing counsel re same and potential resolutions (.2); draft disclosure statement reply (3.5); correspond with K&E team re closing checklist (.2).
7/20/17	Christopher Hayes	1.40	Review, analyze objection to disclosure statement (.8); correspond with K&E team, bondholder advisors re same (.6).
7/20/17	Shubi Arora, P.C.	1.10	Participate in telephone conference re transition services agreement (.3); participate in working group telephone conference re same (.8).
7/20/17	Kim Hicks	1.30	Participate in weekly telephone conference re transition services agreement and emergence issues.
7/20/17	Jeannie B Poland	1.70	Telephone conference with S. Arora, K. Hicks, investment bank, McKinsey and GenOn re transition services agreement (.8); participate in telephone conference with McKinsey re transition services agreement (.5); correspond with K. Hicks re same (.2); correspond with McKinsey re same (.2).

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7/21/17	Gerald T Nowak, P.C.	2.00	Analyze legal and strategic considerations re transaction (.9); conferences and correspond with K&E team re same (1.1).
7/21/17	David Seligman, P.C.	2.80	Telephone conferences and correspond with K&E team, company and Rothschild re restructuring strategies, chapter 11 case developments and implementation re same.
7/21/17	Steven Serajeddini	2.90	Review and analyze issues re plan (1.3); correspond and conference with K&E team re same (1.6).
7/21/17	Walter B Winger	3.70	Review, analyze closing issues, including FERC, TSA, benefits, IT matters (2.1); research diligence materials, precedent re same (1.1); conferences with company, McKinsey, K&E team, other professionals re same (.5).
7/21/17	Alyssa B Russell	2.00	Telephone conference with C. Hayes re U.S. Trustee response to disclosure statement, notes offering motion and other deal matters (.3); review, revise disclosure statement and disclosure statement reply (1.6); correspond with K&E team re closing checklist (.1).
7/21/17	Christopher Hayes	6.60	Correspond with K&E team, bondholders re plan revisions (.3); telephone conference with UST re plan/disclosure statement objections (.5); correspond with K&E team re same (.7); telephone conference and conference with S. Serajeddini re same, plan revisions (.7); review, analyze creditor comments to plan/disclosure statement (1.9); correspond with K&E team, creditor advisors re same (.2); telephone conference with D. Seligman re noteholder advisor letter re worthless stock deduction (.2); telephone conference with A. Russell re same (.3); draft, revise response letter re same (1.8).

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/22/17	Walter B Winger	.60	Review, analyze closing issues, including tax matters (.3); research diligence materials re same (.2); correspond with K&E team re same (.1).
7/22/17	Alyssa B Russell	.10	Correspond with K&E team re closing checklist.
7/22/17	Christopher Hayes	.60	Telephone conference with OMM re plan revisions (.4); correspond with K&E team re workstream coordination (.2).
7/23/17	Gerald T Nowak, P.C.	.50	Analyze legal and strategic considerations re transaction.
7/23/17	Christopher Hayes	1.00	Review, analyze plan precedent (.4); revise plan re same (.6).
7/24/17	Gerald T Nowak, P.C.	1.00	Analyze legal and strategic considerations re transaction (.3); conferences and correspond with K&E team re same (.7).
7/24/17	David Seligman, P.C.	5.50	Telephone conference and correspond with K&E team and Rothschild re stakeholder negotiations (2.1); telephone conferences and correspond with K&E team and company re RSA, restructuring matters, chapter 11 strategies and next steps (3.4).
7/24/17	Alyssa B Russell	1.80	Correspond with K&E team and Milbank re disclosure statement (.6); update closing checklist and correspond with K&E team re same (.2); correspond with K&E team re plan and rights offering (.3); review, analyze objection to disclosure statement and correspond with K&E team re same (.7).
7/24/17	David Serna	.50	Review and revise plan.

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/24/17	Christopher Hayes	4.70	Correspond with K&E team re letter re exit structure considerations (1.0); review, analyze RSA re potential amendments (.5); review, analyze plan objection issues (.5); correspond with K&E team re same (1.0); review, revise plan (1.0); review, revise disclosure statement (.5); correspond with K&E team re plan, disclosure statement revisions (.2).
7/24/17	Allyson Smith	2.80	Correspond with C. Hayes re company signatures (.1); review and analyze issues re same (.5); review, analyze issues re milestone extension (1.5); summarize same (.5); correspond with C. Hayes re same (.2).
7/24/17	Daniel Latona	.40	Review, analyze proposed plan language re insurance contracts.
7/24/17	Kim Hicks	.30	Conference with K&E team and McKinsey re transition services agreement and schedules.
7/24/17	Jeannie B Poland	.40	Review, analyze separation update (.2); telephone conference with McKinsey and K. Hicks re same (.1); correspond with S. Arora re same (.1).
7/24/17	Michael L Cerankowski	1.20	Review, analyze term sheet (.5); review and revise plan (.7).
7/25/17	Gerald T Nowak, P.C.	2.50	Analyze legal and strategic considerations re transaction (.8); conferences and correspond with K&E team re same (.9); review and analyze documents re same (.8).
7/25/17	David Seligman, P.C.	11.00	Multiple telephone conferences and correspond with K&E team and company re restructuring strategies (7.3); analyze legal and strategic considerations re same (3.7).
7/25/17	Paul Zier	3.00	Analyze securities exemption issues (1.2); correspond with K&E team re same (.7); review and analyze section 1145 criteria and considerations re same (1.1).

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/25/17	Steven Serajeddini	4.50	Correspond with K&E team re plan, rights offering issues (3.2); review and analyze same (1.3).
7/25/17	Walter B Winger	1.80	Review, analyze transition services matters re closing (1.1); research, analyze diligence materials re same (.4); participate in conferences with company, McKinsey, K&E team re same (.3).
7/25/17	Alyssa B Russell	7.90	Conferences with C. Hayes and S. Serajeddini re objection to disclosure statement (.4); research case law and analyze precedent re same (3.6); summarize analysis and correspond with C. Hayes re same (.4); review, revise disclosure statement and correspond with K&E teams and stakeholders re same, potential objections (2.1); review, analyze precedent re disclosure statement reply (1.2); correspond with K&E team re closing checklist and revise same (.2).
7/25/17	Julia Foster	.80	Research precedent re disclosure statements and plan re rights offerings.
7/25/17	David Serna	1.50	Draft and revise plan and disclosure statement
7/25/17	Christopher Hayes	7.10	Review, analyze RSA issues (1.0); draft summary re same (1.0); conference with S. Serajeddini re restructuring considerations (.2); conference with D. Seligman re same (.2); review, comment on revised plan (1.0); telephone conference with A. Sexton re tax structuring considerations (.2); telephone conference with S. Serajeddini re plan objection (1.0); review, analyze toggle plan precedent (1.0); telephone conference with surety bond counsel re potential disclosure statement objection (1.5).
7/25/17	Allyson Smith	6.70	Correspond with C. Hayes re RSA issues (.2); review, analyze re same (1.5); research precedent re plan issues (5.0).

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7/25/17	Ryan Besaw	2.70	Search and distribute disclosure statement order and disclosure statement objection reply precedent (.6); research re rights offering precedent (1.1); research re disclosure statement, plan objection precedent (1.0).
7/25/17	Daniel Latona	1.00	Review, analyze proposed plan language re insurance contracts (.5); draft summary re same (.4); correspond with C. Hayes re same (.1).
7/26/17	Gerald T Nowak, P.C.	1.50	Analyze legal and strategic considerations re transaction.
7/26/17	David Seligman, P.C.	9.00	Prepare for and participate in conferences with company, K&E team and creditors re restructuring strategies and next steps.
7/26/17	Andres C Mena, P.C.	5.00	Participate in meeting with bondholders (3.5); participate in follow-up meetings re financing transaction structures (1.5).
7/26/17	Maureen McCarthy	.40	Search and distribute precedent re disclosure statement.
7/26/17	Paul Zier	4.50	Telephone conference with K&E teams and creditor advisors re closing coordination (.5); review and analyze bondholder presentation materials re plan (1.1); review and comment on securities disclosures (2.4); correspond with K&E team re same (.5).
7/26/17	Steven Serajeddini	5.90	Correspond with K&E team, opposing counsel re plan issues (1.9); participate in meeting with bondholder group re plan, sale process (3.1); review and analyze same (.9).
7/26/17	Walter B Winger	.30	Participate in closing coordination telephone conference.

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/26/17	Alyssa B Russell	3.80	Telephone conference with K&E teams and creditor advisors re plan supplement and emergence work stream (.5); prepare for same (.2); update emergence checklist from same (.1); telephone conferences and correspond with sureties' counsel re comments to plan (.4); draft summary re analysis of plan issues and correspond with C. Hayes re same (.6); review, revise disclosure statement (.8); correspond with C. Hayes re same and potential adjournment of hearing (.1); review, revise disclosure statement reply and analyze precedent re same (1.1).
7/26/17	David Serna	4.50	Draft and revise plan and disclosure statement (4.0); telephone conference with K&E team and creditor advisors re closing coordination (.5)
7/26/17	Christopher Hayes	8.50	Review and revise plan (.5); review and revise disclosure statement (.5); correspond with K&E team re same (.5); review, analyze RSA re timing considerations (.5); propose revisions re same (.2); conference with K&E team re same (.4); conference with K&E team, company, advisors re deal considerations (1.0); conference with creditor advisors, stakeholders re same (1.0); follow-up conferences with K&E team, company, advisors, re same (3.4); telephone conference with K&E team, advisors re coordination on closing workstreams (.5).
7/26/17	Allyson Smith	2.50	Research and analyze precedent re plan issues (2.3); correspond with C. Hayes re same (.2).
7/26/17	Gene Goldmintz	.60	Prepare for and participate in telephone conference with K&E team and professionals re closing.
7/26/17	Ryan Besaw	.70	Distribute plan precedent (.3); draft exclusivity extension motion (.4).



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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/26/17	Brandon Bishoff	1.10	Telephone conference with K&E team and creditor advisors re GenOn plan deliverables, regulatory approvals and the status of the same (.5); prepare for same (.6).
7/26/17	Kim Hicks	.50	Telephone conference with McKinsey and working group re transition services agreement schedules and closing workstream coordination.
7/26/17	Jeannie B Poland	.70	Telephone conference with K. Hicks and McKinsey re transition services preparation (.5); correspond with M. Logue re schedules detail to transition services agreement (.2).
7/26/17	Michael L Cerankowski	.40	Review, revise transition services agreement.
7/27/17	Gregg G Kirchhoefer, P.C.	1.00	Correspond with K&E team re outsourcing initiative and RSA (.4); review and analyze documents re same (.6).
7/27/17	Gerald T Nowak, P.C.	1.00	Analyze legal and strategic considerations re transaction issues (.4); conferences and correspond with K&E team re same (.6).
7/27/17	David Seligman, P.C.	8.00	Conferences with K&E team, company and creditors re restructuring strategies (5.8); review, analyze diligence re same (2.2).
7/27/17	Maureen McCarthy	.90	Draft notice of adjournment of disclosure statement hearing.
7/27/17	Steven Serajeddini	7.20	Correspond and conference with K&E team, opposing counsel re plan, sale issues (5.6); review and analyze same (1.6).

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/27/17	Alyssa B Russell	5.80	Telephone conference with stakeholder's counsel re plan language (.3); telephone conferences with C. Hayes and D. Latona re same (.2); correspond with K&E team, co-counsel and stakeholder's counsel re same, objection deadline (1.3); telephone conference with K&E team re structuring considerations (.5); review, revise illustrative re deal deadlines and correspond with C. Hayes re same (1.4); telephone conference with C. Hayes re same (.3); review, revise notice of adjournment of disclosure statement hearing (.4); review, analyze disclosure statement precedent re toggle structure (.9); correspond with C. Hayes re summary of same (.2); review, revise disclosure statement (.3).
7/27/17	David Serna	3.50	Draft and revise plan, disclosure statement and rights offering forms.
7/27/17	Christopher Hayes	7.60	Revise RSA (1.0); revise backstop commitment letter (1.0); review, analyze plan precedent (1.0); review, revise plan re same (1.0); telephone conference with K&E tax team re same, tax considerations (1.0); telephone conference with S. Serajeddini re same (.3); telephone conference with A. Russell re strawman timeline (.3); review, revise strawman timeline re same (1.0); review, revise notice of adjournment of disclosure statement hearing (1.0).
7/27/17	Ryan Besaw	.20	Search and distribute disclosure statement precedent.
7/27/17	Daniel Latona	.30	Telephone conference with stakeholder's counsel re proposed plan language.
7/27/17	Shubi Arora, P.C.	1.20	Participate in telephone conference re transition services agreement (.4); review CS proposal and compare to precedent (.3); correspond and conference with working group re M&A process (.5).

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7/27/17	Kim Hicks	1.00	Conference with opposing counsel re transition services agreement.
7/27/17	Jeannie B Poland	.70	Telephone conference re transition services agreement.
7/28/17	Gerald T Nowak, P.C.	1.00	Analyze legal and strategic considerations re transaction issues (.7); conferences and correspond with K&E team re same (.3).
7/28/17	David Seligman, P.C.	8.00	Prepare for and participate in conferences with company and K&E team re chapter 11 strategies, litigation and strategic transaction initiatives.
7/28/17	Andres C Mena, P.C.	.80	Participate in M&A process kick off call.
7/28/17	Maureen McCarthy	.90	Revise and finalize notice of adjournment of disclosure statement hearing.
7/28/17	Paul Zier	2.00	Correspond with K&E team re disclosure matters (.8); review and analyze revised disclosure statement (1.2).
7/28/17	Steven Serajeddini	6.70	Correspond with K&E team re plan, sale issues (5.6); review and analyze same (1.1).
7/28/17	Alyssa B Russell	5.00	Telephone conference with K&E team and all advisors re deal updates and next steps (.7); telephone conference with K&E team and Credit Suisse re M&A process (.7); review, revise disclosure statement and correspond with K&E team re same (.8); review, analyze comments to same (.4); review, analyze, summarize objections to disclosure statement and correspond with K&E team and company re same (2.0); correspond with K&E team re notice of adjournment re disclosure statement hearing (.2); review, analyze correspondence to noteholders re extension of RSA milestones re deal developments (.2).
7/28/17	Julia Foster	.40	Research precedent re exclusivity orders.

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7/28/17	Christopher Hayes	7.60	Review, revise plan (1.0); review, analyze precedent re same (1.0); correspond with K&E team, stakeholders re adjournment (.5); coordinate filing and service of same (.5); telephone conference and correspond with A. Sexton re plan revisions and related tax considerations (1.0); telephone conferences with K&E team re disclosure statement objections and resolutions re same (1.0); review, analyze plan precedent re FERC approvals (1.0); draft illustrative timeline and milestone extension proposal (.4); correspond with bondholder advisors re same (.4); telephone conference with creditor advisors, K&E team re deal status and next steps (.8).
7/28/17	Allyson Smith	4.60	Compile signature package for company (.6); research and analyze caselaw precedent re plan issues (1.5); review and revise plan (2.5).
7/28/17	Gene Goldmintz	4.10	Analyze, summarize disclosure statement objection (1.6); review, analyze precedent re same (.7); correspond with K&E team re same (.6); draft exclusivity motion (1.1); correspond with K&E team re settlement agreement (.1).
7/28/17	Daniel Latona	.40	Review, analyze disclosure statement objection (.2); draft summary re same (.2).
7/28/17	Ahmed Sidik	1.00	Review, analyze diligence re sale process (.8); correspond with B. Bishoff re same (.2).
7/29/17	Steven Serajeddini	3.40	Telephone conferences with company, opposing counsel re restructuring issues (2.1); review and analyze same (1.3).
7/29/17	Alyssa B Russell	1.90	Review, analyze comments to disclosure statement (.3); review and revise same (1.6).
7/29/17	David Serna	.80	Review and revise plan and disclosure statement.

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7/29/17	Samuel C Peca	.70	Telephone conference with McKinsey re sale process (.2); review and analyze materials and correspond with K&E re same (.5).
7/30/17	David Seligman, P.C.	1.40	Prepare for and participate in telephone conference with company, advisors and creditors re strategic transactions (1.1); conduct follow up re same (.3).
7/30/17	Christopher Hayes	2.10	Review, comment on revised disclosure statement (1.0); telephone conference with K&E team, creditor advisors re revised deal timeline (.8); follow-up re same (.3).
7/30/17	Allyson Smith	3.00	Research, analyze precedent re plan equity issue (2.8); correspond with C. Hayes and M. McCarthy re same (.2).
7/30/17	Gene Goldmintz	.20	Correspond with Rothschild re City of Pittsburg disclosure statement objection.
7/31/17	David Seligman, P.C.	6.40	Review and comment on amended plan, disclosure statement and related exhibit documents (.9); follow up re same (.4); telephone conferences and correspond with K&E team and advisory group re chapter 11 strategic initiatives, exit financing and plan implementation (1.3); telephone conferences and correspond with K&E team, Rothschild and company re plan strategic initiatives and diligence re same (2.4); telephone conferences and correspond with creditors, stakeholders and advisors re case status and plan implementation matters (1.4).
7/31/17	Steven Serajeddini	4.90	Correspond and conference with K&E team, opposing counsel re plan issues (2.4); review and analyze issues re same (1.4); review and revise documents re same (1.1).
7/31/17	Walter B Winger	1.60	Review, analyze transition services matters (.7); research, analyze diligence materials re same (.4); participate in telephone conferences with McKinsey re same (.5).

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9 - Plan, Disclosure Statement, Confirmation

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/31/17	Alyssa B Russell	4.50	Telephone conference with K&E team and Credit Suisse re engagement (.1); review, analyze precedent re disclosure statement reply and correspond with K&E team re same (1.6); review, summarize status of disclosure statement objections (.2); correspond with K&E team re same (.2); correspond with C. Hayes and Milbank re OLS' objection to disclosure statement (.2); correspond with K&E team re status of plan supplement documents (.4); review, revise disclosure statement and correspond with K&E team re same (1.8).
7/31/17	David Serna	2.20	Review and revise plan and disclosure statement.
7/31/17	AnnElyse Gibbons	.40	Correspond with parties re disclosure statement objections (.2); review and analyze same (.2).
7/31/17	Christopher Hayes	6.70	Correspond with K&E team re responses to disclosure statement and plan objections (1.0); review, analyze research re same (1.0); telephone conference with stakeholders re same (1.0); correspond with K&E team re language re disclosure statement (1.0); telephone conference with S. Serajeddini re plan revisions (.1); review, analyze plan re same (1.0); telephone conference and correspond with D. Seligman, S. Serajeddini re deal updates (.9); review, comment on draft NRG settlement agreement (.5); correspond with K&E team re same (.2).
7/31/17	Allyson Smith	.80	Review, analyze milestones under RSA.
7/31/17	Gene Goldmintz	3.80	Correspond with K&E team re disclosure statement replies (.2); review, summarize same (.6); draft reply insert re same (2.0); revise, circulate settlement agreement (1.0).

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

9 - Plan, Disclosure Statement, Confirmation

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/31/17	Jeannie B Poland	.50	Participate in telephone conference with K. Hicks and McKinsey re transition services agreement (.3); revise same (.2).
		862.00	TOTAL HOURS

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle Street  
Chicago, Illinois 60654

FEIN 36-1326630

September 1, 2017

GenOn Energy, Inc.  
211 Carnegie Center  
Princeton, NJ 08540

Attention: Brian Curci

**Invoice Number: 5161128**  
**Client Matter: 26173-10**

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**In the matter of K&E Fee, Employment Application, Object.**

For legal services rendered through July 31, 2017 (see attached Description of Legal Services for detail)	\$ 89,703.50
For expenses incurred through July 31, 2017 (see attached Description of Expenses for detail)	<u>          \$ .00</u>
Total legal services rendered and expenses incurred	\$ 89,703.50



Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

10 - K&E Fee, Employment Application, Object.

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Ryan Besaw	.40	240.00	96.00
Alexander Burdulia	2.80	555.00	1,554.00
Alexander Burdulia	4.40	645.00	2,838.00
Michael Y Chan	13.00	210.00	2,730.00
Jeremy Evans	2.00	835.00	1,670.00
Julia Foster	1.40	240.00	336.00
Beth Friedman	2.10	420.00	882.00
Stephen P Garoutte	5.50	265.00	1,457.50
AnnElyse Gibbons	8.00	835.00	6,680.00
AnnElyse Gibbons	2.90	905.00	2,624.50
Gene Goldmintz	28.40	645.00	18,318.00
Gene Goldmintz	15.80	735.00	11,613.00
Allison Graybill	9.00	265.00	2,385.00
Christopher Hayes	.50	835.00	417.50
Christopher Hayes	1.20	905.00	1,086.00
Chad J Husnick, P.C.	.90	1,165.00	1,048.50
Daniel Latona	23.90	555.00	13,264.50
Daniel Latona	6.10	645.00	3,934.50
Maureen McCarthy	4.10	390.00	1,599.00
Alyssa B Russell	2.10	735.00	1,543.50
Elaine S Santucci	1.30	235.00	305.50
David Seligman, P.C.	.50	1,410.00	705.00
Ravi Shankar	.50	905.00	452.50
Allyson Smith	2.20	555.00	1,221.00
Allyson Smith	1.80	645.00	1,161.00
Walter B Winger	9.20	955.00	8,786.00
Walter B Winger	1.00	995.00	995.00
<b>TOTALS</b>	<b>151.00</b>		<b>\$ 89,703.50</b>

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

10 - K&E Fee, Employment Application, Object.

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
6/16/17	Allison Graybill	3.00	Conduct organization and review of disclosures relating to creditors, entities submitted.
6/16/17	Michael Y Chan	2.00	Run reports for conflicts purposes.
6/17/17	AnnElyse Gibbons	.50	Correspond with K&E team re retention applications and conflicts review.
6/17/17	Gene Goldmintz	.30	Correspond with A. Gibbons re conflicts status (.2); compile, circulate reports re same (.1).
6/18/17	AnnElyse Gibbons	.90	Review, analyze conflicts report (.6); correspond with K&E team re same (.3).
6/18/17	Allyson Smith	2.20	Review and analyze conflicts reports.
6/18/17	Alexander Burdulia	2.80	Review, analyze conflicts reports.
6/18/17	Gene Goldmintz	13.90	Review, analyze multiple conflict reports (8.4); summarize same (2.5); correspond with A. Gibbons re same (.1); correspond with A. Gibbons re conflict parties (2.9).
6/18/17	Daniel Latona	1.10	Review, analyze conflict reports.
6/19/17	Maureen McCarthy	.40	Search and distribute precedent re K&E retention.
6/19/17	Walter B Winger	1.90	Review, revise K&E retention application (1.2); research, analyze diligence materials re same (.4); correspond with K&E team re same (.3).
6/19/17	Elaine S Santucci	1.30	Draft schedule 1 for declaration.
6/19/17	AnnElyse Gibbons	2.10	Review and revise K&E retention application (1.2); correspond with K&E team and conflicts department re same (.6); correspond with B. Winger and D. Latona re same (.3).

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

10 - K&E Fee, Employment Application, Object.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/19/17	Gene Goldmintz	4.70	Correspond with A. Gibbons re conflicts review status (.9); review, analyze conflict reports (1.8); summarize same (1.4); correspond (multiple) with D. Latona re same (.6).
6/19/17	Daniel Latona	4.20	Revise K&E retention application (3.7); correspond with G. Goldmintz re same (.5).
6/19/17	Michael Y Chan	5.00	Run biller reports for conflicts correspondence.
6/20/17	Stephen P Garoutte	5.50	Draft and send out conflicts emails.
6/20/17	Walter B Winger	2.80	Review, revise K&E retention application (1.4); research, analyze diligence materials, precedent, rules, statutes re same (1.1); correspond with K&E team re same (.3).
6/20/17	Allison Graybill	6.00	Draft reports and correspondence re conflicts.
6/20/17	AnnElyse Gibbons	1.80	Review, revise specific disclosures in K&E retention application (1.2); correspond with conflicts department and K&E team re same (.6).
6/20/17	Gene Goldmintz	5.10	Review, analyze conflict reports re specific disclosures (1.3); revise summary re same (2.0); correspond with D. Latona re same (multiple) (1.1); revise K&E retention application (.7).
6/20/17	Ryan Besaw	.20	Search and distribute interim compensation procedures motion precedent.
6/20/17	Daniel Latona	8.40	Revise K&E retention application (6.1); correspond with B. Winger re same (1.5); review, analyze conflict of interest reports and client / matter database re K&E retention application (.8).
6/20/17	Michael Y Chan	6.00	Draft reports and correspondence re conflicts.

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

10 - K&E Fee, Employment Application, Object.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/21/17	David Seligman, P.C.	.50	Review and comment on K&E retention application.
6/21/17	Walter B Winger	2.10	Review, revise K&E retention application (1.2); research, analyze diligence materials, precedent, rules re same (.5); correspond with K&E team re same (.4).
6/21/17	AnnElyse Gibbons	1.70	Review, revise K&E retention application.
6/21/17	Gene Goldmintz	3.80	Revise conflicts summary chart (1.2); correspond (multiple) with K&E team re K&E retention application (1.1); correspond (multiple) with D. Latona re same (.6); correspond with K&E conflicts team re same (.3); review, analyze conflict reports re same (.6).
6/21/17	Ryan Besaw	.20	Review, revise K&E retention application.
6/21/17	Daniel Latona	4.30	Review and revise K&E retention application (2.8); correspond (multiple) with K&E team re same (.3); correspond with same re revisions to retention application and schedules (1.2).
6/22/17	Walter B Winger	1.10	Review, revise K&E retention application (.6); research, analyze diligence materials re same (.3); correspond with K&E team re same (.2).
6/22/17	AnnElyse Gibbons	1.00	Revise K&E retention application.
6/22/17	Daniel Latona	3.40	Draft, revise K&E retention application (2.9); correspond with K&E team re same (.5).
6/23/17	Chad J Husnick, P.C.	.90	Review, revise K&E retention application.
6/23/17	Maureen McCarthy	.90	Revise and finalize K&E retention application for filing.
6/23/17	Walter B Winger	1.30	Review, finalize K&E retention application (.8); research, analyze diligence materials, precedent re same (.3); correspond with K&E team re same (.2).

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

10 - K&E Fee, Employment Application, Object.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/23/17	Daniel Latona	2.00	Revise K&E retention application (1.5); correspond with K&E team re same (.5).
6/26/17	Daniel Latona	.50	Review, analyze K&E retention application (.4); correspond with K&E team re same (.1).
6/29/17	Gene Goldmintz	.60	Draft supplemental disclosure interested parties list.
6/30/17	Christopher Hayes	.50	Correspond with K&E team re potential conflicts matter.
7/03/17	AnnElyse Gibbons	1.70	Correspond with K&E team re conflicts review (.4); review, analyze U.S. Trustee comments to retention application (.8); correspond with professionals re same (.5).
7/03/17	Gene Goldmintz	1.70	Revise interested parties list (1.6); correspond with A. Gibbons re supplemental disclosure (.1).
7/05/17	Maureen McCarthy	.40	Review and revise interim compensation order.
7/05/17	Gene Goldmintz	.20	Revise interested parties list.
7/05/17	Daniel Latona	.50	Review and analyze U.S. Trustee comments to K&E retention application and order and draft summary re same (.2); correspond with G. Goldmintz re same (.1); correspond with K&E team re K&E retention order (.2).
7/06/17	Gene Goldmintz	.10	Revise interested parties list.
7/07/17	Beth Friedman	.70	Review and revise expenses in preparation of monthly statement.
7/07/17	Alyssa B Russell	.10	Correspond with K&E team re review of invoices for compliance with U.S. Trustee guidelines.
7/07/17	Allyson Smith	.60	Review and revise June invoice for compliance with U.S. Trustee guidelines and confidentiality.

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

10 - K&E Fee, Employment Application, Object.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/07/17	Gene Goldmintz	3.90	Revise invoices per U.S. Trustee guidelines (1.5); revise supplemental disclosure list (.4); review, analyze conflict reports (.6); correspond with B. Winger re retention application (.3); correspond with McKinsey re same (.1); revise U.S. Trustee response chart re same (1.0).
7/07/17	Daniel Latona	1.30	Review, analyze billing invoices and correspond with K&E team re same.
7/08/17	Walter B Winger	.60	Review, analyze K&E retention matters (.4); correspond with K&E team re same (.2).
7/08/17	Gene Goldmintz	.30	Revise invoices per U.S. Trustee guidelines.
7/09/17	Walter B Winger	.40	Review, analyze K&E retention matters (.2); correspond with S. Serajeddini re same (.2).
7/09/17	Gene Goldmintz	.20	Review, analyze correspondence re K&E retention application.
7/10/17	Alyssa B Russell	1.00	Review and revise June invoice for compliance with U.S. Trustee guidelines and confidentiality.
7/10/17	Alexander Burdulia	2.40	Review and revise June invoice for compliance with US Trustee guidelines and confidentiality.
7/10/17	Gene Goldmintz	3.60	Correspond with K&E team re K&E retention application (.1); multiple correspondence with multiple K&E teams re K&E retention application (.6); revise invoices per U.S. Trustee guidelines (1.9); multiple correspondence with K&E team and U.S. Trustee re K&E retention application (1.0).
7/10/17	Daniel Latona	.50	Review, analyze billing invoices and correspondence re same.
7/10/17	Ravi Shankar	.50	Multiple correspondence with K&E bankruptcy team re K&E retention application.

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

10 - K&E Fee, Employment Application, Object.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/11/17	Julia Foster	1.40	Research precedent re interim compensation orders for attorney review.
7/11/17	Christopher Hayes	.20	Correspond with K&E team re retention matters (.1); review, comment on supplemental declaration (.1).
7/11/17	Gene Goldmintz	3.00	Review, analyze diligence materials re supplemental declaration (2.0); revise same (.8); correspond with D. Latona re same (.2).
7/11/17	Daniel Latona	2.50	Review and revise supplemental declaration (2.0); correspond with K&E team re same (.3); review, analyze, and revise billing invoices (.2).
7/11/17	Jeremy Evans	1.40	Prepare additional diligence for U.S. Trustee.
7/12/17	Daniel Latona	.30	Revise K&E supplemental declaration (.2); correspond with K&E team re same (.1).
7/12/17	Jeremy Evans	.60	Review and revise K&E June invoice for compliance with U.S. Trustee guidelines.
7/13/17	Maureen McCarthy	2.40	Draft notice of filing of amended proposed order authorizing the retention and employment of K&E (.5); prepare notice and related order for filing (.4); finalize and prepare for filing the supplemental declaration re K&E's retention (.6); finalize and prepare revised proposed order and redline re interim compensation motion (.9).
7/14/17	Alyssa B Russell	1.00	Review, revise June invoice for compliance with U.S. Trustee guidelines and confidentiality.
7/14/17	Allyson Smith	.80	Review and revise June invoice for compliance with U.S. Trustee guidelines.
7/14/17	Daniel Latona	.50	Review, analyze, and revise billing invoices.
7/17/17	Beth Friedman	.80	Review and revise invoices in preparation of monthly statement.

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

10 - K&E Fee, Employment Application, Object.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/17/17	Allyson Smith	.30	Review and revise invoice for compliance with U.S. Trustee guidelines.
7/17/17	Gene Goldmintz	.60	Revise invoices per U.S. Trustee billing guidelines.
7/17/17	Daniel Latona	.50	Review and revise billing invoices.
7/18/17	Alexander Burdulia	2.00	Review and revise June invoice for compliance with US Trustee guidelines and confidentiality.
7/19/17	Gene Goldmintz	.50	Revise supplemental conflicts list.
7/20/17	Beth Friedman	.60	Review and revise invoices in preparation of monthly fee statement.
7/21/17	Gene Goldmintz	.10	Correspond with K&E conflicts team re status.
7/22/17	Gene Goldmintz	.20	Revise supplemental disclosure list.
7/23/17	AnnElyse Gibbons	1.20	Review and revise invoice re compliance with U.S. Trustee guidelines.
7/23/17	Christopher Hayes	1.00	Review, comment on K&E fee statement.
7/27/17	Gene Goldmintz	.20	Revise supplemental disclosure list.
7/31/17	Allyson Smith	.10	Correspond with C. Hayes re fee application.
7/31/17	Gene Goldmintz	1.20	Correspond with B. Winger re K&E retention matters (.2); review, analyze engagement letters re same (.8); correspond with K&E team re same (.2).
		151.00	TOTAL HOURS



# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle Street  
Chicago, Illinois 60654

FEIN 36-1326630

September 1, 2017

GenOn Energy, Inc.  
211 Carnegie Center  
Princeton, NJ 08540

Attention: Brian Curci

**Invoice Number: 5161129**  
**Client Matter: 26173-11**

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**In the matter of Non-K&E Fee, Employment App., Objection**

For legal services rendered through July 31, 2017  
(see attached Description of Legal Services for detail) \$ 82,994.50

For expenses incurred through July 31, 2017  
(see attached Description of Expenses for detail) \$ .00

Total legal services rendered and expenses incurred \$ 82,994.50

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

11 - Non-K&amp;E Fee, Employment App., Objection

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Anthony C Abate	1.00	240.00	240.00
Ryan Besaw	5.10	240.00	1,224.00
Alexander Burdulia	32.90	555.00	18,259.50
Alexander Burdulia	1.20	645.00	774.00
Jeremy Evans	10.90	735.00	8,011.50
Jeremy Evans	2.40	835.00	2,004.00
Julia Foster	2.00	240.00	480.00
AnnElyse Gibbons	21.50	835.00	17,952.50
AnnElyse Gibbons	1.10	905.00	995.50
Gene Goldmintz	7.10	735.00	5,218.50
Christopher Hayes	.30	905.00	271.50
Daniel Latona	12.70	555.00	7,048.50
Daniel Latona	3.50	645.00	2,257.50
Maureen McCarthy	18.30	390.00	7,137.00
Alyssa B Russell	.20	735.00	147.00
Allyson Smith	4.20	645.00	2,709.00
Daniel J Varn	2.00	240.00	480.00
Walter B Winger	6.80	955.00	6,494.00
Walter B Winger	.70	995.00	696.50
Business Research	1.80	330.00	594.00
<b>TOTALS</b>	<b>135.70</b>		<b>\$ 82,994.50</b>

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

11 - Non-K&amp;E Fee, Employment App., Objection

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
6/14/17	Maureen McCarthy	.90	Finalize and prepare for filing Epiq's retention application.
6/16/17	Daniel Latona	.10	Revise application to employ Zack A. Clement.
6/17/17	Maureen McCarthy	.50	Search and distribute precedent re retention of investment bankers.
6/19/17	AnnElyse Gibbons	5.70	Review, revise second day motions and retention applications (4.7); correspond with K&E team and telephone conferences with company re same (1.0).
6/19/17	Alexander Burdulia	1.20	Review, analyze precedent re investment banker and tax advisor retention (1.0); correspond with K&E team re same (.2).
6/19/17	Daniel Latona	2.20	Revise Zack Clement retention application (.8); revise ordinary course professionals motion (1.0); correspond with K&E team, McKinsey, and company re same (.4).
6/19/17	Jeremy Evans	.70	Correspond with A. Gibbons and A. Burdulia re ordinary course professionals motion (.3); telephone conference with company re same (.4).
6/20/17	Maureen McCarthy	1.20	Prepare shell of ordinary course professionals motion.
6/20/17	AnnElyse Gibbons	2.70	Review, revise second day motions and retention applications (2.4); correspond with K&E team and professionals re same (.3).
6/20/17	Alexander Burdulia	8.40	Review, revise Rothschild retention application (2.5); review, revise PwC retention application (2.5); review, revise interim compensation motion (3.4).

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

11 - Non-K&amp;E Fee, Employment App., Objection

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/20/17	Daniel Latona	1.90	Draft, revise ordinary course professionals motion (1.4); telephone conference with J. Evans re same (.1); revise Zack Clement retention application (.3); correspond with K&E team re same (.1).
6/20/17	Jeremy Evans	2.50	Review, analyze ordinary course professionals lists and motion (1.4); prepare for and participate in telephone conference with D. Latona re same (.3); telephone conferences with company and McKinsey re same (.8).
6/21/17	Maureen McCarthy	.30	Search and distribute precedent re interim compensation motion.
6/21/17	Walter B Winger	2.50	Review, revise various retention applications (1.1); research, analyze diligence materials, precedent re same (.4); correspond with K&E team re same (.3); review and revise ordinary course professionals motion (.4); research diligence materials, precedent re same (.2); correspond with J. Evans re same (.1).
6/21/17	Julia Foster	1.30	Research precedent re Southern District of Texas final retention orders.
6/21/17	AnnElyse Gibbons	2.70	Review, revise second day motions and retention applications (1.7); correspond with K&E team and professionals re same (.4); review, analyze comments from noteholders re same (.2); correspond and telephone conferences with professionals re same (.4).
6/21/17	Alexander Burdulia	9.90	Review, revise interim compensation motion (3.2); correspond with K&E team re same (.5); review, revise Rothschild retention application (2.3); correspond with same re same (.4); review, revise PwC retention application (2.4); correspond with same re same (.3); compile interim compensation motion, Rothschild and PwC retention applications (.8).

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

11 - Non-K&amp;E Fee, Employment App., Objection

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/21/17	Anthony C Abate	1.00	Search for and distribute precedent financial advisor, investment banker, and tax consultant retention applications/orders re retainers.
6/21/17	Daniel J Varn	2.00	Compile retention application precedent for attorney review.
6/21/17	Ryan Besaw	.90	Review, revise retention applications (.7); compile redlines re interim compensation motion (.2).
6/21/17	Daniel Latona	2.10	Analyze ordinary course professionals list (.2); correspond with K&E team re same (.5); revise ordinary course professionals motion (.4); revise Zack Clement retention application (.8); correspond with K&E team re same (.2).
6/21/17	Jeremy Evans	5.60	Revise ordinary course professionals motion and order (3.7); telephone conferences and correspondence with company, McKinsey, and K&E team re same (1.9).
6/22/17	Maureen McCarthy	3.50	Review, revise PwC retention application (1.0); review, revise McKinsey retention application (.9); review, revise Rothschild retention application (1.0); prepare retention applications for internal review (.6).
6/22/17	Walter B Winger	1.10	Review, revise various retention applications (.7); research, analyze precedent re same (.2); correspond with K&E team re same (.2).
6/22/17	AnnElyse Gibbons	5.70	Review, revise second day motions and retention applications (4.2); correspond and telephone conferences with professionals re same (1.5).

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

11 - Non-K&amp;E Fee, Employment App., Objection

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/22/17	Alexander Burdulia	10.30	Review, revise interim compensation motion (2.0); correspond with K&E team re same (.5); review, revise Rothschild retention application (2); correspond with same re same (.2); review, revise PwC retention application (1.8); correspond with same re same (.3); review, analyze interim compensation precedent (2.3); draft analysis re same (.5); correspond with K&E team re same (.7).
6/22/17	Ryan Besaw	1.70	Review, revise retention applications (.7); review, revise interim compensation and ordinary course professionals motions (.3); prepare proposed filing versions re same (.3); revise same (.4).
6/22/17	Daniel Latona	5.40	Review, revise McKinsey retention application (5.2); telephone conference with McKinsey re same (.2).
6/22/17	Jeremy Evans	.50	Revise ordinary course professionals motion and order.
6/23/17	Maureen McCarthy	4.70	Revise and finalize the ordinary course professionals motion (.8); revise and finalize the interim compensation motion (.8); search and distribute precedent re McKinsey retention application (.3); revise and finalize same (.7); revise and finalize Rothschild retention application (.7); revise and finalize Z. Clement retention application (.7); revise and finalize PwC retention application (.7).
6/23/17	Walter B Winger	2.20	Review, revise various retention applications (1.3); research, analyze precedent, diligence materials re same (.6); correspond with K&E team re same (.3).
6/23/17	Julia Foster	.70	Research McKinsey retention order precedent.

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

11 - Non-K&amp;E Fee, Employment App., Objection

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/23/17	AnnElyse Gibbons	4.70	Review, revise retention applications (2.9); correspond (multiple) with McKinsey, Rothschild, PwC and K&E teams re applications (1.2); telephone conferences with same re same (.6).
6/23/17	Daniel Latona	1.00	Revise McKinsey retention application (.7); telephone conferences and correspondence with McKinsey re same (.3).
6/28/17	Walter B Winger	.60	Review, analyze OCP issues (.3); research diligence materials re same (.2); conferences with J. Evans re same (.1).
6/28/17	Alexander Burdulia	3.10	Review, analyze precedent re interim compensation orders (1.5); correspond with K&E team re same (.2); review, analyze U.S. Trustee comments re same (.5); draft analysis re same (.9).
6/28/17	Jeremy Evans	1.00	Review, analyze ordinary course professionals order re U.S. Trustee comments.
6/29/17	Walter B Winger	.40	Review, analyze ordinary course professional issues (.2); correspond with K&E team re same (.2).
6/29/17	Jeremy Evans	.60	Correspond with professionals and K&E team re modifications to ordinary course professionals order.
7/05/17	Maureen McCarthy	1.20	Review and revise Rothschild retention order (.4); review and revise PwC retention order (.4); review and revise Z. Clements retention order (.4).
7/05/17	Daniel Latona	.60	Review and analyze U.S. Trustee comments to McKinsey retention order and revise same.
7/05/17	Jeremy Evans	.20	Telephone conference with professionals re retention matters.
7/06/17	Maureen McCarthy	.60	Review and revise McKinsey retention order.

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

11 - Non-K&amp;E Fee, Employment App., Objection

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/06/17	Allyson Smith	.50	Correspond with A. Burdulia re Rothschild retention.
7/06/17	Alexander Burdulia	1.20	Review, analyze Rothschild retention application (.5); review and analyze plan documents re same (.4); correspond with K&E team re same (.3).
7/10/17	AnnElyse Gibbons	.80	Correspond with Rothschild re retention application (.4); revise same (.4).
7/10/17	Daniel Latona	.20	Revise Z. Clement retention order.
7/11/17	Walter B Winger	.70	Review, analyze various retention, ordinary course professional issues (.4); research diligence materials, precedent re same (.2); correspond with K&E team re same (.1).
7/11/17	Daniel Latona	.10	Revise Z. Clement retention order and correspondence re same.
7/11/17	Jeremy Evans	.40	Revise ordinary course professionals order.
7/12/17	Ryan Besaw	1.00	Search and distribute Credit Suisse retention application precedent (.4); prepare same (.6).
7/12/17	Daniel Latona	2.40	Review, analyze McKinsey supplemental declaration (.8); draft, revise Credit Suisse retention application (1.6).
7/12/17	Jeremy Evans	.30	Revise ordinary course professional order.
7/12/17	Business Research	1.80	Conduct research re investment banker retention precedent.



Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

11 - Non-K&amp;E Fee, Employment App., Objection

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/13/17	Maureen McCarthy	3.70	Finalize and prepare for filing the revised proposed order and redline re the ordinary course professional motion (.9); draft notice of filing of amended proposed Z. Clement retention order (.4); prepare same for filing (.4); draft notice of filing of amended proposed McKinsey retention order (.4); prepare same for filing (.4); finalize and file declaration in support of same (.4); draft notice of filing of amended proposed PwC retention order (.4); prepare same for filing (.4).
7/13/17	Ryan Besaw	.20	Search and distribute ordinary course professional talking points precedent.
7/18/17	Jeremy Evans	.20	Correspond with A. Gibbons, G. Goldmintz re ordinary course professional declarations.
7/19/17	Jeremy Evans	.20	Correspond with ordinary course professional re declaration of disinterestedness.
7/20/17	AnnElyse Gibbons	.30	Correspond with professionals re ordinary course professional order.
7/20/17	Allyson Smith	.80	Review and analyze precedent re ordinary course professional retention (.5); summarize same (.3).
7/20/17	Jeremy Evans	.80	Revise declaration of disinterestedness.
7/21/17	Maureen McCarthy	1.70	Search and distribute precedent re retention of loan syndicator (.6); draft notice of filing of OCP declaration (.8); finalize and file same (.3).
7/21/17	Gene Goldmintz	1.80	Correspond with C. Hayes re sales professional retention preceent (.1); research, analyze precedent re same (1.7).
7/21/17	Ryan Besaw	1.30	Search and distribute retention precedent (1.1); draft chart of retained professionals (.2).

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

11 - Non-K&amp;E Fee, Employment App., Objection

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/24/17	Alyssa B Russell	.20	Review, analyze correspondence re ordinary course professional issues.
7/24/17	Allyson Smith	2.90	Review and analyze retention letter (.4); correspond with B. Winger re same (.1); research, review precedent re retention issues (2.0); summarize re same (.4).
7/25/17	Gene Goldmintz	2.70	Correspond with professionals re supplemental disclosure (.2); revise fee letters (2.2); correspond with McKinsey re supplemental declaration (.3).
7/26/17	Daniel Latona	.20	Prepare and circulate interested parties list re Credit Suisse retention application.
7/26/17	Jeremy Evans	.30	Telephone conference with McKinsey and client re ordinary course professional process.
7/28/17	Christopher Hayes	.30	Telephone conference with Credit Suisse, counsel, K&E team re retention considerations.
7/28/17	Gene Goldmintz	.80	Revise, circulate supplemental disclosure list (.2); correspond with client and K&E team re same (.6).
7/30/17	Gene Goldmintz	1.80	Correspond with professionals re supplemental disclosures (.2); compile, circulate list of noteholders re conflicts analysis (1.6)
		135.70	TOTAL HOURS

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle Street  
Chicago, Illinois 60654

FEIN 36-1326630

September 1, 2017

GenOn Energy, Inc.  
211 Carnegie Center  
Princeton, NJ 08540

Attention: Brian Curci

**Invoice Number: 5161130**  
**Client Matter: 26173-12**

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## In the matter of SOFAs and Schedules

For legal services rendered through July 31, 2017  
(see attached Description of Legal Services for detail) \$ 276,658.50

For expenses incurred through July 31, 2017  
(see attached Description of Expenses for detail) \$ .00

Total legal services rendered and expenses incurred \$ 276,658.50

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

12 - SOFAs and Schedules

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Anthony C Abate	2.60	240.00	624.00
Ryan Besaw	6.00	240.00	1,440.00
Alexander Burdulia	4.40	555.00	2,442.00
Alexander Burdulia	20.00	645.00	12,900.00
Jeanne T Cohn-Connor	28.40	1,075.00	30,530.00
James R Dolphin, III	19.30	555.00	10,711.50
James R Dolphin, III	31.70	645.00	20,446.50
Jeremy Evans	4.30	735.00	3,160.50
Jeremy Evans	69.20	835.00	57,782.00
Julia Foster	9.00	240.00	2,160.00
Beth Friedman	5.40	420.00	2,268.00
AnnElyse Gibbons	47.70	905.00	43,168.50
Stefanie I Gitler	16.40	995.00	16,318.00
Scott J Gordon	.50	1,495.00	747.50
Christopher Hayes	1.70	905.00	1,538.50
Hannah Kupsky	13.80	220.00	3,036.00
Daniel Latona	.30	645.00	193.50
Maureen McCarthy	18.90	390.00	7,371.00
Robert Orren	6.50	340.00	2,210.00
Carleigh T Rodriguez	3.80	835.00	3,173.00
Carleigh T Rodriguez	2.20	905.00	1,991.00
Laura Saal	17.60	350.00	6,160.00
Michael Saretsky	6.90	735.00	5,071.50
Michael Saretsky	29.60	835.00	24,716.00
Daniel J Varn	2.00	240.00	480.00
Walter B Winger	16.10	995.00	16,019.50
<b>TOTALS</b>	<b>384.30</b>		<b>\$ 276,658.50</b>

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

12 - SOFAs and Schedules

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
6/14/17	Stefanie I Gitler	.40	Review and revise agenda re environmental issues (.3); telephone conference with company team re environmental issues (.1).
6/14/17	James R Dolphin, III	.20	Correspond with K&E environmental team re environmental diligence.
6/15/17	Jeanne T Cohn-Connor	.80	Correspond with S. Gitler re case status (.4); review and analyze background information re same (.4).
6/15/17	Stefanie I Gitler	1.30	Prepare for and telephone conference with company team re environmental health and safety liabilities.
6/15/17	Carleigh T Rodriguez	1.20	Telephone conference with company team re environmental due diligence (1.1); correspond with K&E team re same (.1).
6/15/17	Michael Saretsky	4.90	Correspond with advisor teams re environmental issues (.3); telephone conference with company environmental team re SOFA environmental issues (1.3); coordinate post-call diligence with K&E environmental team and McKinsey team (.4); review and compile notes re same (1.4); prepare updates to supplemental SOFA diligence request list (1.5).
6/15/17	James R Dolphin, III	2.80	Correspond with M. Saretsky re preparation for SOFA reporting call with the company (.1); telephone conference with the company team re SOFA reporting (1.2); draft notes re same (.5); draft supplemental diligence request list (1.0).
6/16/17	Jeanne T Cohn-Connor	1.50	Correspond with S. Gitler re environmental issues (.4); review and analyze first day declaration and other background documents re same (.8); correspond with K&E team re same (.3).

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

12 - SOFAs and Schedules

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/16/17	Stefanie I Gitler	1.40	Review and revise diligence list re SOFAs (1.0); coordinate SOFA preparation process with K&E environmental team (.4).
6/16/17	Carleigh T Rodriguez	.90	Review and comment on environmental due diligence request list and current and former facility lists (.7); correspond with K&E team re same (.2).
6/16/17	Michael Saretsky	1.10	Coordinate updates to environmental diligence request list for SOFAs (.8); correspond with McKinsey team re same (.3).
6/16/17	James R Dolphin, III	3.50	Correspond with the K&E restructuring team re status update (.2); review and revise supplemental SOFA due diligence request list (1.0); draft list of current and former facilities (2.0); correspond with company environmental team re same (.3).
6/18/17	Jeanne T Cohn-Connor	1.00	Review and analyze SOFA diligence list (.9); correspond with K&E team re same (.1).
6/19/17	Jeanne T Cohn-Connor	.70	Review and analyze updated summary re environmental issues (.6); correspond with S. Gitler re same (.1).
6/19/17	Stefanie I Gitler	.70	Prepare for and participate in telephone conference with McKinsey team re environmental SOFA reporting.
6/19/17	Carleigh T Rodriguez	.30	Telephone conference with K&E environmental team and McKinsey team re environmental SOFA reporting.
6/19/17	Michael Saretsky	.50	Prepare for and participate in telephone conference with McKinsey team re environmental issues.
6/19/17	Ryan Besaw	.40	Research and distribute global notes precedent.

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

12 - SOFAs and Schedules

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/19/17	Jeremy Evans	.70	Correspond with company team, McKinsey team, and A. Gibbons re schedules and statements.
6/19/17	James R Dolphin, III	.30	Prepare for and telephone conference with McKinsey team re SOFA environmental diligence.
6/20/17	Jeanne T Cohn-Connor	1.50	Review and analyze environmental documentation (1.0); telephone conference with K&E team re same (.2); telephone conference with S. Gitler re same (.3).
6/20/17	Carleigh T Rodriguez	.20	Telephone conference with K&E team re SOFA status.
6/20/17	Michael Saretsky	.20	Correspond with J. Dolphin re filing timelines (.1); coordinate data room access with McKinsey team (.1).
6/20/17	Jeremy Evans	1.30	Correspond with A. Burdulia and McKinsey re reporting requirements and statements and schedules.
6/20/17	James R Dolphin, III	.40	Telephone conference with K&E restructuring team re SOFA status update (.2); correspond with K&E environmental team re same (.2)
6/21/17	Jeanne T Cohn-Connor	1.20	Review and analyze environmental diligence (.4); correspond with S. Gitler re same (.4); prepare for and telephone conference with K&E team re same (.4).
6/21/17	Stefanie I Gitler	.80	Review and analyze correspondence re environmental documentation (.1); prepare for and participate in telephone conference with K&E team re SOFA preparation (.7).
6/21/17	Carleigh T Rodriguez	.20	Telephone conference with K&E environmental team re environmental review.
6/21/17	Michael Saretsky	.10	Coordinate data room access with McKinsey team.

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

12 - SOFAs and Schedules

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/21/17	James R Dolphin, III	.40	Telephone conference with K&E environmental team re SOFA reporting (.2); review and analyze reports (.2).
6/22/17	Jeanne T Cohn-Connor	.30	Correspond with S. Gitler re environmental documentation (.1); review and analyze same (.2).
6/22/17	Stefanie I Gitler	.10	Correspond with K&E environmental team re timing of SOFAs.
6/22/17	James R Dolphin, III	1.20	Review and analyze SOFA reports.
6/23/17	Jeanne T Cohn-Connor	.50	Review and analyze correspondence re environmental issues (.4); correspond with S. Gitler re same (.1).
6/23/17	Stefanie I Gitler	.10	Correspond with McKinsey team re timing.
6/23/17	Michael Saretsky	.10	Correspond with S. Gitler re environmental diligence.
6/23/17	James R Dolphin, III	1.30	Review and analyze SOFA reports.
6/26/17	Jeanne T Cohn-Connor	.80	Correspond with J. Dolphin re due diligence and review diligence tracker (.3); correspond with M. Arnaoudona re same (.1); review and analyze documentation re same (.4).
6/26/17	Stefanie I Gitler	.10	Correspond with McKinsey team re document sharing for SOFA diligence.
6/26/17	Jeremy Evans	1.00	Telephone conference with McKinsey team and Epiq team re initial debtor interview, SOFAs and schedules.
6/26/17	James R Dolphin, III	.10	Review and analyze data room re environmental document uploads and correspond with K&E environmental team re same.
6/27/17	Jeanne T Cohn-Connor	1.70	Telephone conference with K&E team re due diligence (.2); review and analyze same (1.0); correspond with K&E team re same (.5).



Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

12 - SOFAs and Schedules

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/27/17	Carleigh T Rodriguez	.10	Telephone conference with K&E team re status update.
6/27/17	Jeremy Evans	.80	Telephone conference with McKinsey and Epiq re SOFAs and schedules (.6); correspond with McKinsey re same (.2).
6/27/17	James R Dolphin, III	.90	Telephone conference with K&E team re SOFA status update (.2); review and analyze data room re environmental document uploads (.1); correspond with K&E environmental team re status update call and environmental documents upload (.1); review and analyze public filings re environmental matters (.5).
6/28/17	Jeanne T Cohn-Connor	1.60	Telephone conference with K&E environmental team re SOFA diligence (.4); review and analyze document request list, diligence update and related correspondence (1.2).
6/28/17	Stefanie I Gitler	.50	Telephone conference with K&E environmental team re SOFA diligence (.4); review and analyze new documents uploaded by company (.1).
6/28/17	Carleigh T Rodriguez	.40	Telephone conference with J. Cohn-Connor, S. Gitler and J. Dolphin re environmental SOFA preparation (.2); correspond with K&E team re environmental matters (.2).
6/28/17	James R Dolphin, III	4.50	Telephone conference with K&E environmental team re environmental diligence (.4); review and analyze SOFA reports (2.1); review and analyze public filings re environmental diligence (2.0).
6/29/17	Jeanne T Cohn-Connor	.70	Review and analyze correspondence and related documentation re environmental due diligence.
6/29/17	Stefanie I Gitler	.40	Correspond with McKinsey team re SOFA due diligence progress and process.

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

12 - SOFAs and Schedules

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/29/17	Carleigh T Rodriguez	.10	Correspond with K&E team re environmental due diligence requests.
6/29/17	Alexander Burdulia	2.50	Review and analyze global notes precedent.
6/29/17	Ryan Besaw	.30	Search and distribute global notes precedent.
6/29/17	Jeremy Evans	.30	Prepare for and telephone conference with McKinsey team re SOFAs and schedules preparation.
6/29/17	James R Dolphin, III	3.20	Correspond with S. Gitler and McKinsey team re update call on environmental diligence (.2); review and analyze public filings re environmental matters (2.0); draft notes re same (1.0).
6/30/17	Carleigh T Rodriguez	.40	Review and analyze updated environmental summary table (.2); correspond with K&E team re same, public filings review and environmental database searches (.2).
6/30/17	Alexander Burdulia	1.90	Review and analyze global notes precedent (1.4); prepare for and correspond with J. Evans re global notes draft (.5).
6/30/17	Jeremy Evans	.20	Correspond with A. Burdulia re global notes.
6/30/17	James R Dolphin, III	.50	Review and analyze public filings re environmental matters (.2); draft notes re same (.3).
7/01/17	AnnElyse Gibbons	.80	Correspond with K&E team re status of schedules (.3); review, analyze materials re same (.5).
7/05/17	Maureen McCarthy	.90	Prepare drafts of global notes for schedules and statements.
7/05/17	Jeanne T Cohn-Connor	1.00	Review, analyze schedules and statements tracker chart and related documents (.7), correspond with J. Dolphin and M. Arnaudona re same (.3).

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

12 - SOFAs and Schedules

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/05/17	Stefanie I Gitler	.20	Correspond with K&E environmental team and McKinsey team re statement responses.
7/05/17	Carleigh T Rodriguez	.10	Telephone conference with McKinsey re environmental documents.
7/05/17	Michael Saretsky	.20	Coordinate environmental statement preparation with K&E environmental team.
7/05/17	Alexander Burdulia	2.10	Draft global notes for schedules and statements.
7/05/17	Jeremy Evans	1.00	Telephone conference with McKinsey, client re schedules and statements (.8); correspond with same re same (.2).
7/05/17	James R Dolphin, III	.90	Review, analyze data room re environmental documents (.1); correspond with K&E team re same (.2); review, analyze environmental documents (.3); draft global notes re same (.3).
7/06/17	Maureen McCarthy	.60	Review and revise global notes re schedules and statements.
7/06/17	Jeanne T Cohn-Connor	3.20	Correspond with S. Gitler, M. Arnauodona re environmental responses to statements (.3); prepare for and participate in telephone conference re preparation of statements (1.2); review, analyze spreadsheet and related documentation re same (.6); review, analyze sample statements responses (.2); correspond with McKinsey re same (.3); review, analyze correspondence re same (.6).
7/06/17	Stefanie I Gitler	2.50	Correspond with McKinsey, Epiq and K&E team re preparation of statements responses (1.0); draft statements preparation (.6); review, analyze materials for statements preparation (.9).
7/06/17	Carleigh T Rodriguez	1.20	Review, analyze environmental request tracker re statements (.2); correspond with K&E team, McKinsey, Epiq re statements preparation (1.0).

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

12 - SOFAs and Schedules

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/06/17	Michael Saretsky	2.30	Review, analyze environmental documents re statements preparation (1.2); telephone conference with McKinsey and Epiq re same (.7); coordinate same with K&E environmental team (.4).
7/06/17	Daniel Latona	.10	Correspond with J. Evans and A. Burdulia re schedules and statements.
7/06/17	Jeremy Evans	.80	Correspond with A. Burdulia re global notes.
7/06/17	James R Dolphin, III	2.70	Review, analyze environmental documents and draft global notes re same (.8); correspond with K&E environmental team re environmental review status (.3); telephone conference with McKinsey re same (.8); draft response to statements (.8).
7/07/17	Jeanne T Cohn-Connor	.50	Correspond with J. Dolphin, M. Saretsky and S. Gitler re statements responses.
7/07/17	Stefanie I Gitler	.20	Correspond with K&E environmental team re statements responses.
7/07/17	Carleigh T Rodriguez	.30	Correspond with J. Dolphin re statements preparation re environmental matters.
7/07/17	Michael Saretsky	.20	Correspond with J. Dolphin re statements preparation.
7/07/17	AnnElyse Gibbons	1.20	Correspond with McKinsey, K&E team, client re initial debtor interview (.5); review, analyze materials re same (.7).
7/07/17	Alexander Burdulia	2.20	Review and revise global notes (1.3); review and analyze precedent re same (.9).
7/07/17	Ryan Besaw	.20	Search and distribute global notes precedent.
7/07/17	James R Dolphin, III	.70	Correspond with K&E team re statements responses (.2); draft same (.5).
7/09/17	Michael Saretsky	.10	Correspond with J. Dolphin re environmental matters statements preparation.

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

12 - SOFAs and Schedules

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/09/17	James R Dolphin, III	1.50	Review and revise SOFAs, statements, and responses re environmental matters.
7/10/17	Jeanne T Cohn-Connor	.50	Correspond with J. Dolphin re preparation of statements responses re environmental matters (.2); review, analyze documentation re same (.3).
7/10/17	Stefanie I Gitler	.20	Correspond with K&E team re environmental matters.
7/10/17	Michael Saretsky	2.60	Prepare draft statements re environmental matters (1.4); prepare supplemental diligence request list re same (1.2).
7/10/17	James R Dolphin, III	10.50	Review, analyze environmental documents re statements responses (2.5); draft environmental responses to same (8.0).
7/11/17	Jeanne T Cohn-Connor	.80	Telephone conference with client, McKinsey re schedules and statements (.5); review and evaluate documentation re same (.3).
7/11/17	Michael Saretsky	7.90	Prepare diligence request list for environmental matters re statements (3.7); prepare responses re same (3.9); coordinate statements preparation (.3).
7/11/17	AnnElyse Gibbons	1.30	Correspond with McKinsey and client re questions for statements (.5); review, analyze documents re same (.4); telephone conference with McKinsey re same (.4).
7/11/17	Jeremy Evans	.40	Telephone conference with McKinsey and K&E re schedules and statement of financial affairs reporting.
7/11/17	James R Dolphin, III	4.10	Draft comments to environmental diligence request list (.5); correspond with M. Saretsky re same (.5); review and revise statements responses re environmental matters (3.1).

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

12 - SOFAs and Schedules

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/12/17	Jeanne T Cohn-Connor	1.60	Review and analyze draft table re environmental matters (.5); correspond with M. Saretsky and S. Gitler re same (.3); correspond with K&E team re same (.5); review, analyze documentation re same (.3).
7/12/17	Stefanie I Gitler	2.30	Review, analyze draft statements response and open requests (1.8); correspond with K&E team re same (.5).
7/12/17	Carleigh T Rodriguez	.50	Correspond with K&E team re statements preparation (.4); review, analyze correspondence re same (.1).
7/12/17	Michael Saretsky	6.80	Revise statements for environmental matters (4.4); correspond with K&E team re same (.5); revise supplemental diligence request list for statements re environmental matters (1.9).
7/12/17	Jeremy Evans	.30	Correspond with S. Wang re schedules and statements.
7/12/17	James R Dolphin, III	2.10	Correspond with K&E team re statements responses (.5); review and revise same (.9); review and revise diligence request list re same (.1); review, analyze documents re same (.6).
7/13/17	Jeanne T Cohn-Connor	.80	Review and revise submittal for preparation of statements (.3); telephone conference with McKinsey and Epiq re same (.5).
7/13/17	Stefanie I Gitler	.60	Prepare for and participate in telephone conference with McKinsey and Epiq re drafting statements and schedules.
7/13/17	Michael Saretsky	1.00	Telephone conference with McKinsey and Epiq re statements status (.6); draft summary of statements (.3); coordinate statements diligence (.1).
7/13/17	James R Dolphin, III	.50	Telephone conference with McKinsey re statements responses.

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

12 - SOFAs and Schedules

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/14/17	Jeanne T Cohn-Connor	1.00	Correspond with K. Tran re draft statements information (.4); review, analyze related correspondence and due diligence (.6).
7/14/17	Walter B Winger	.60	Review, analyze schedules, statements, 2015.3 issues (.4); correspond with J. Evans, A. Gibbons re same (.2).
7/14/17	Christopher Hayes	.50	Correspond with K&E team re 2015.3 report and related considerations.
7/14/17	Jeremy Evans	.50	Review and analyze outstanding matters re schedules and statements.
7/15/17	Jeanne T Cohn-Connor	.20	Review, analyze documentation re schedules and statements.
7/16/17	AnnElyse Gibbons	1.70	Correspond with K&E team and McKinsey re statements and schedules (.6); review, analyze same and global notes (1.1).
7/16/17	Jeremy Evans	3.00	Review, analyze schedules and statements inquiries from McKinsey (1.4); prepare 2015.3 notice (.4); revise global notes for schedules and statements (1.2).
7/17/17	Maureen McCarthy	.40	Correspond with R. Besaw re binders of schedules and statements and global notes.
7/17/17	Jeanne T Cohn-Connor	1.40	Prepare for and participate in telephone conference with client re schedules and statements (.5); review, analyze correspondence re same (.6); correspond with S. Wang re follow-up re same (.3).
7/17/17	Stefanie I Gitler	2.10	Multiple correspondence with K&E team re draft statements and open environmental diligence requests.
7/17/17	Carleigh T Rodriguez	.10	Review and analyze correspondence re environmental statements.

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

12 - SOFAs and Schedules

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/17/17	Walter B Winger	2.70	Review, revise global notes, 2015.3 report (.7); research, analyze diligence materials, precedent, secondary sources re same (1.6); correspond with K&E team re same (.4).
7/17/17	Michael Saretsky	2.80	Revise environmental statements.
7/17/17	AnnElyse Gibbons	1.60	Correspond with K&E team and McKinsey re statements and schedules (.7); review, analyze documents re same (.4); correspond with K&E team re same (.5).
7/17/17	Christopher Hayes	.20	Correspond with K&E team re draft schedules.
7/17/17	Alexander Burdulia	.90	Correspond with K&E team re schedules and statements preparation.
7/17/17	Ryan Besaw	1.10	Distribute schedules and statements (.2); search and distribute global notes precedent (.7); produce binder and index re same (.2).
7/17/17	Jeremy Evans	5.20	Prepare global notes for 2015.3 report (1.0); review and analyze schedules and statements (3.4); correspond with K&E team re same (.8).
7/17/17	James R Dolphin, III	5.00	Telephone conference with client re statements responses (2.0); review, analyze environmental documents and revise statements responses re same (3.0).
7/18/17	Jeanne T Cohn-Connor	1.20	Review, analyze additional information re statements (.4); draft global notes re same (.3); correspond with S. Gitler re same (.4); review, analyze hearing transcript (.1).
7/18/17	Stefanie I Gitler	.90	Correspond with K&E team re global note status re environmental matters (.3); review, analyze draft statements and associated documents (.6).
7/18/17	Walter B Winger	.60	Review, analyze schedules, statements, 2015.3 matters (.3); research precedent re same (.2); correspond with K&E team re same (.1).



Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

12 - SOFAs and Schedules

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/18/17	Michael Saretsky	2.70	Revise statements responses re environmental matters.
7/18/17	AnnElyse Gibbons	4.30	Review, revise, and comment on statements and schedules (2.9); correspond with McKinsey re same (.5); correspond with McKinsey and K&E team re same (.9).
7/18/17	Alexander Burdulia	1.60	Research case and statutory law re 2015.3 reports (1.5); telephone conference with McKinsey re same (.1).
7/18/17	Jeremy Evans	6.30	Correspond with with K&E team, McKinsey re 2015.3 reports (.6); multiple correspondence with McKinsey and K&E team re schedules and statements (2.2); review, analyze same (3.5).
7/18/17	James R Dolphin, III	1.60	Review and revise SOFA statements responses.
7/19/17	Maureen McCarthy	.80	Prepare signature pages in preparation of filing of schedules and statements.
7/19/17	Jeanne T Cohn-Connor	1.00	Review, analyze correspondence and statements drafts re environmental matters (.7); correspond with M. Saretsky, S. Gitler re same (.3).
7/19/17	Stefanie I Gitler	1.10	Prepare for and participate in telephone conference with client and McKinsey re draft statements responses re environmental matters (.4); review and analyse final drafts of same; (.5); correspond with K&E team re statements status (.2).
7/19/17	Michael Saretsky	.90	Telephone conference with McKinsey and client re environmental matters (.4); revise statements re same (.5).
7/19/17	AnnElyse Gibbons	1.20	Correspond with K&E team and McKinsey re comments to schedules and statements (.7); correspond with Epiq re process and filing of same (.5).

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

12 - SOFAs and Schedules

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/19/17	Daniel J Varn	2.00	Review, revise schedule drafts.
7/19/17	Ryan Besaw	3.30	Prepare signature pages re schedules and statements (2.2); revise same (.8); correspond with K&E team re same (.3).
7/19/17	Jeremy Evans	3.70	Revise 2015.3 report and schedules and statements (1.2); correspond with McKinsey, K&E re same (1.0); revise global notes (1.5).
7/19/17	James R Dolphin, III	1.60	Review and revise statements responses (1.1); telephone conference with client re same (.5).
7/20/17	Jeanne T Cohn-Connor	.50	Review, analyze environmental statements for SOFAs.
7/20/17	AnnElyse Gibbons	1.30	Review, analyze schedules and statements (.7); correspond with client and McKinsey re revisions to same (.6).
7/20/17	Jeremy Evans	3.10	Correspond with McKinsey, client, K&E re schedules and statements (1.6); review and revise global notes (1.5).
7/21/17	Maureen McCarthy	1.40	Prepare binders of schedules and statements for internal review.
7/21/17	Jeanne T Cohn-Connor	.50	Review, analyze revised proposed statements submittal re environmental matters.
7/21/17	AnnElyse Gibbons	6.80	Review and revise schedules and statements (2.5); comment on same (2.0); correspond with client and McKinsey re same (.5); review and revise global notes and 2015.3 report (1.0); correspond with K&E team and McKinsey re same (.8).
7/22/17	AnnElyse Gibbons	5.70	Correspond with K&E team and McKinsey team re statements and schedules (.7); review and revise re same (3.1); review, analyze precedent re same (1.0); review, analyze global notes re same (.9).
7/22/17	Alexander Burdulia	1.70	Review and revise global notes.

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

12 - SOFAs and Schedules

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/22/17	Jeremy Evans	2.90	Review and revise 2015.3 periodic report.
7/23/17	Christopher Hayes	.60	Correspond with client, McKinsey team re statements diligence (.3); review, comment on draft 2015.3 report (.3).
7/23/17	Jeremy Evans	4.50	Review and revise global notes for schedules and statements.
7/24/17	AnnElyse Gibbons	3.90	Review and revise statements and schedules (2.0); multiple correspondence with client, K&E team, McKinsey and Epiq re same (1.9).
7/24/17	Christopher Hayes	.20	Correspond with K&E team, McKinsey re statements.
7/24/17	Jeremy Evans	3.30	Multiple correspondence with McKinsey, K&E team re schedules, statements, and 2015.3 report (1.5); revise global notes re same (1.8).
7/25/17	Scott J Gordon	.50	Review and comment on global hedging note for schedules and statements (.4); correspond with J. Evans re same (.1).
7/25/17	Stefanie I Gitler	.10	Review, analyze correspondence re environmental statements response.
7/25/17	Walter B Winger	.40	Review, analyze schedules, statements issues (.2); correspond with K&E team re same (.2).
7/25/17	Michael Saretsky	.40	Review, analyze revised statements drafts for environmental matters.
7/25/17	AnnElyse Gibbons	1.10	Correspond with client, McKinsey, and K&E team re statement of financial affairs and schedules of assets and liabilities (.5); review and analyze same (.6).
7/25/17	Jeremy Evans	3.50	Multiple correspondence with K&E, McKinsey re finalizing schedules and statements (1.0); revise global notes and 2015.3 periodic reports (2.5).

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

12 - SOFAs and Schedules

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/26/17	Beth Friedman	.40	Correspond with J. Evans re contingency planning for schedules and statements filing.
7/26/17	Jeanne T Cohn-Connor	1.40	Review, analyze revised statements (.7); correspond with M. Saretsky re same (.4); review, analyze same (.3).
7/26/17	Stefanie I Gitler	.30	Review and revise statements re environmental matters.
7/26/17	Michael Saretsky	1.30	Review, revise environmental global notes schedules and statements (.8); coordinate markup of same (.3); review, analyze updated environmental statements (.2).
7/26/17	AnnElyse Gibbons	1.30	Review, analyze schedules and statements (.8); correspond with K&E team and client re same (.3); telephone conference with McKinsey and Epiq re same (.2).
7/26/17	Christopher Hayes	.20	Correspond with K&E team, Epiq re statements.
7/26/17	Ryan Besaw	.70	Produce binders and indexes re statements and schedules.
7/26/17	Jeremy Evans	3.20	Correspond with McKinsey, K&E, Epiq re schedules and statements (.8); review and revise global notes and schedules and statements (2.4).
7/26/17	James R Dolphin, III	.50	Review and analyze drafts of the statements responses re environmental matters.
7/27/17	Beth Friedman	2.20	Preparation re filing of statements and schedules.
7/27/17	Laura Saal	2.60	Prepare cover sheets re schedules and statements (2.1); correspond with B. Friedman re same (.3); correspond with J. Evans re same (.2).
7/27/17	Jeanne T Cohn-Connor	.50	Review, analyze statements re environmental matters.

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

12 - SOFAs and Schedules

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/27/17	Robert Orren	1.00	Correspond with K&E team re filing of statements and schedules (.5); prepare for filing of same (.5).
7/27/17	Stefanie I Gitler	.10	Review and analyze environmental global note.
7/27/17	Walter B Winger	3.40	Review, revise global notes, schedules, statements, 2015.3 report (2.1); research, analyze diligence materials, precedent re same (1.0); correspond with McKinsey, K&E team re same (.3).
7/27/17	Michael Saretsky	.40	Revise environmental global notes.
7/27/17	AnnElyse Gibbons	5.70	Review and revise schedules and statements (3.0); multiple correspondence and telephone conferences with K&E team, McKinsey, Epiq, and client re same (multiple) (1.8); review, analyze diligence and raw data re same (.9).
7/27/17	Jeremy Evans	9.60	Correspond with McKinsey, K&E re schedules and statements (2.0); review and revise schedules (3.8); review and revise statements (3.8).
7/27/17	Hannah Kupsky	1.70	Compile cover pages for statements and schedules.
7/28/17	Beth Friedman	2.80	Coordination and preparation re filing of statements and schedules.
7/28/17	Laura Saal	10.50	Review and revise cover sheets re schedules and statements (1.8); electronic filing re same (6.7); correspond with K&E team re same (.8); review, analyze bankruptcy court docket dockets re schedules and sofas (.8); correspond with B. Friedman re same (.4).

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

12 - SOFAs and Schedules

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/28/17	Maureen McCarthy	9.30	Prepare binders of schedules and statements for internal review (1.0); correspond with K&E team re filing of schedules and statements (.4); revise, finalize and prepare for filing schedules (7.0); prepare cover sheets re same (.8); telephone conference with Clerks office re filing of same (.1).
7/28/17	Robert Orren	5.50	Prepare for filing of statements and schedules (2.6); review, analyze rules and precedent of filing same (2.0); correspond with K&E team re same (.9).
7/28/17	Walter B Winger	8.40	Review, revise global notes, schedules, statements, 2015.3 report (5.7); research, analyze diligence materials, precedent re same (1.8); multiple correspondence with client, McKinsey, K&E team re same (.9).
7/28/17	Julia Foster	9.00	Research, analyze precedent re filed schedules (.2); prepare schedule materials for filing (8.8).
7/28/17	AnnElyse Gibbons	9.80	Review and revise schedules and statements (4.7); multiple telephone conferences and correspondence with client, McKinsey, KE team re same (3.5); review drafts (multiple) and raw data (.6); prepare for filing of same (1.0).
7/28/17	Alexander Burdulia	8.30	Review and analyze global notes precedent (2.1); review, analyze schedules and statements and coordinate filing of same (6.2).
7/28/17	Anthony C Abate	.40	Search for and distribute global notes precedent.
7/28/17	Daniel Latona	.20	Correspond with J. Evans re SOFAs.
7/28/17	Jeremy Evans	13.60	Review, revise schedules, statements, global notes, and 2015.3 report (8.5); correspond with K&E, McKinsey, and Epiq teams re finalizing and filing same (5.1).

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

12 - SOFAs and Schedules

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/28/17	Hannah Kupsky	10.00	Prepare cover pages for schedules and statements (2.0); compile same (1.0); assist with filing of statements and schedules (7.0).
7/29/17	Laura Saal	4.50	Electronic filing of statements.
7/29/17	Maureen McCarthy	3.80	Revise, finalize and prepare schedules for filing.
7/29/17	Alexander Burdulia	3.20	Review, analyze schedules and statements and coordinate filing with A. Gibbons, J. Evans, and M. McCarthy.
7/29/17	Jeremy Evans	4.30	Review and finalize schedules and statements for filing.
7/29/17	Hannah Kupsky	2.10	Assist with filing of statements and schedules.
7/31/17	Maureen McCarthy	1.70	Revise index re binder of schedules and statements for U.S. Trustee (.7); review and finalize binders re same (1.0).
7/31/17	Anthony C Abate	2.20	Prepare binders of all filed statements of financial affairs and schedules for the U.S. Trustee.
		384.30	TOTAL HOURS

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle Street  
Chicago, Illinois 60654

FEIN 36-1326630

September 1, 2017

GenOn Energy, Inc.  
211 Carnegie Center  
Princeton, NJ 08540

Attention: Brian Curci

**Invoice Number: 5161131**  
**Client Matter: 26173-13**

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**In the matter of U.S. Trustee Issues**

For legal services rendered through July 31, 2017 (see attached Description of Legal Services for detail)	\$ 42,248.00
For expenses incurred through July 31, 2017 (see attached Description of Expenses for detail)	<u>          \$ .00</u>
Total legal services rendered and expenses incurred	\$ 42,248.00



Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

13 - U.S. Trustee Issues

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Alexander Burdulia	7.70	645.00	4,966.50
Jeremy Evans	.50	735.00	367.50
Jeremy Evans	11.50	835.00	9,602.50
AnnElyse Gibbons	13.00	905.00	11,765.00
Gene Goldmintz	9.70	735.00	7,129.50
Christopher Hayes	.90	835.00	751.50
Daniel Latona	3.20	645.00	2,064.00
Alyssa B Russell	1.00	645.00	645.00
Brian E Schartz	.50	1,075.00	537.50
David Seligman, P.C.	1.00	1,410.00	1,410.00
Scott Vail	1.00	645.00	645.00
Walter B Winger	.60	955.00	573.00
Walter B Winger	1.80	995.00	1,791.00
<b>TOTALS</b>	<b>52.40</b>		<b>\$ 42,248.00</b>

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

13 - U.S. Trustee Issues

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
6/14/17	Alyssa B Russell	1.00	Telephone conference with K&E team re U.S. Trustee comments to first day motions.
6/19/17	Christopher Hayes	.40	Telephone conference with K&E team, U.S. Trustee re case administration, committee formation (.3); correspond with K&E team re same (.1).
6/22/17	Jeremy Evans	.50	Telephone conference with A. Gibbons and McKinsey re initial debtor interview preparation.
6/30/17	Walter B Winger	.60	Review and analyze U.S. Trustee comments to various orders (.4); correspond with U.S. Trustee, K&E team re same (.2).
6/30/17	Christopher Hayes	.50	Telephone conference with U.S. Trustee re comments to second day motions (.3); correspond with K&E team, U.S. Trustee re same (.2).
7/02/17	Jeremy Evans	.50	Correspond with McKinsey re initial debtor interview.
7/03/17	AnnElyse Gibbons	2.40	Correspond with K&E team re revisions to final orders (.5); review, analyze re same (.4); correspond with K&E team and McKinsey re finalizing initial debtor interview materials for U.S. Trustee (.7); review, analyze materials re same (.8).
7/03/17	Gene Goldmintz	2.20	Draft U.S. Trustee final order response chart (2.0); correspond with K&E team re same (.2).
7/03/17	Jeremy Evans	1.00	Telephone conference with McKinsey and A. Gibbons re initial debtor interview.
7/04/17	Gene Goldmintz	.20	Revise U.S. Trustee final order response chart.

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

13 - U.S. Trustee Issues

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/05/17	AnnElyse Gibbons	1.10	Review and analyze comments and responses to U.S. Trustee comments to orders and retention applications (.6); correspond with K&E team re same (.2); review and revise orders and retentions re same (.2); correspond with company re same (.1).
7/05/17	Alexander Burdulia	2.10	Review and revise lienholder final order, interim compensation order and Rothschild and Pricewaterhouse Coopers retention application orders per U.S. Trustee comments (1.1); review and analyze precedent re same (1.0).
7/05/17	Gene Goldmintz	3.80	Correspond with company re U.S. Trustee comments (.1); correspond with K&E team re U.S. Trustee response chart (.1); correspond with B. Winger re U.S. Trustee comments to final orders (.4); draft U.S. Trustee response chart (1.8); correspond with K&E team re same (1.1); compile, circulate revised orders (.3).
7/05/17	Jeremy Evans	.90	Correspond with company and B. Winger re initial debtor interview matters.
7/06/17	Walter B Winger	1.80	Prepare for and participate in telephone conference with U.S. Trustee re comments to various orders (1.1); research, analyze precedent, diligence materials in preparation for same (.5); correspond with K&E team re same (.2).
7/06/17	AnnElyse Gibbons	2.10	Review and revise final orders re U.S. Trustee comments (.5); prepare for and participate in telephone conference with K&E team and U.S. Trustee re same (1.0); further revise orders (.4); correspond with teams re same (.2).
7/06/17	Alexander Burdulia	2.10	Prepare for and participate in telephone conference with U.S. Trustee re comments to second day orders.

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

13 - U.S. Trustee Issues

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/06/17	Gene Goldmintz	3.30	Revise U.S. Trustee response tracker (1.8); correspond with K&E team re same (.4); prepare for and participate in telephone conference with K&E team and U.S. Trustee re first day orders (1.1).
7/06/17	Daniel Latona	1.60	Correspond with K&E team re U.S. Trustee inquiries to final and second day orders (.5); prepare for and participate in telephone conference with K&E team and U.S. Trustee re same (1.1).
7/06/17	Jeremy Evans	4.30	Correspond with McKinsey re monthly operating reports per U.S. Trustee comments (.2); correspond with B. Winger re US Trustee reporting requirements (.5); prepare for and participate in telephone conference with K&E and U.S. Trustee re final orders (1.3); review and analyze materials for initial debtor interview (1.5); correspond with McKinsey re same (.8).
7/07/17	Scott Vail	1.00	Review and analyze documents re initial debtor interview (.7) correspond with K&E team re same (.3).
7/07/17	Jeremy Evans	3.20	Prepare for and participate in initial debtor interview telephone conference with company (2.0); correspond with McKinsey, K&E team re same (.7); prepare for and participate in telephone conference with U.S. Trustee re initial debtor interview (.5).
7/08/17	AnnElyse Gibbons	.30	Review and analyze U.S. Trustee comments to revised orders (.2); correspond with K&E team re same (.1).
7/08/17	Alexander Burdulia	.20	Correspond with Rothschild re U.S. Trustee comments.
7/09/17	AnnElyse Gibbons	1.40	Review and revise orders re U.S. Trustee comments (1.1); compile and circulate same (.3).

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

13 - U.S. Trustee Issues

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/09/17	Alexander Burdulia	1.00	Review and revise final orders per U.S. Trustee comments (.2); correspond with K&E team re same (.2); review and compile final orders (.6).
7/09/17	Daniel Latona	.50	Revise second day orders re U.S. Trustee comments (.4); correspond with K&E team re same (.1).
7/10/17	AnnElyse Gibbons	1.60	Prepare for and participate in telephone conference with U.S. Trustee re K&E retention (1.1); draft and revise supplement re same (.5).
7/10/17	Daniel Latona	1.10	Telephone conference with U.S. Trustee re second day orders (1.0); revise same (.1).
7/11/17	David Seligman, P.C.	1.00	Telephone conferences with U.S. Trustee re case status and follow up re same.
7/11/17	Brian E Schartz	.50	Telephone conference with K&E team re U.S. Trustee comments.
7/11/17	AnnElyse Gibbons	.90	Correspond with U.S. Trustee re second day motion revisions (.4); review and revise same (.5).
7/11/17	Alexander Burdulia	2.30	Correspond with K&E team re U.S. Trustee comments (.5); review and analyze precedent re same (1.5); draft summary re same (.3).
7/12/17	AnnElyse Gibbons	2.10	Prepare for and participate in initial debtor interview (.7); correspond with company re same (.3); correspond with with U.S. Trustee and K&E team re second day motions (.6); review and revise same (.3); correspond with same re cash management and ordinary course professionals orders (.2).
7/12/17	Gene Goldmintz	.20	Prepare for and participate in telephone conference with K&E team and U.S. Trustee re 341 meeting.

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

13 - U.S. Trustee Issues

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/12/17	Jeremy Evans	1.60	Prepare for and participate in telephone conference with U.S. Trustee and K&E team re initial debtor conference.
7/19/17	AnnElyse Gibbons	.20	Correspond with company and McKinsey re U.S. Trustee fees and payments.
7/20/17	AnnElyse Gibbons	.90	Correspond with company re U.S. Trustee fees and payment confirmation (.5); correspond with same and McKinsey re June disbursements (.4).
		52.40	TOTAL HOURS

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle Street  
Chicago, Illinois 60654

FEIN 36-1326630

September 1, 2017

GenOn Energy, Inc.  
211 Carnegie Center  
Princeton, NJ 08540

Attention: Brian Curci

**Invoice Number: 5174155**  
**Client Matter: 26173-14**

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## In the matter of Business Operations

For legal services rendered through July 31, 2017  
(see attached Description of Legal Services for detail) \$ 293,245.50

For expenses incurred through July 31, 2017  
(see attached Description of Expenses for detail) \$ .00

Total legal services rendered and expenses incurred \$ 293,245.50

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

14 - Business Operations

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Anthony C Abate	.50	240.00	120.00
Brandon Bishoff	4.50	645.00	2,902.50
Brandon Bishoff	23.70	735.00	17,419.50
Alexander Burdulia	.50	555.00	277.50
Alexander Burdulia	36.50	645.00	23,542.50
Matthew Colman	1.50	955.00	1,432.50
Jeremy Evans	12.10	735.00	8,893.50
Jeremy Evans	24.10	835.00	20,123.50
AnnElyse Gibbons	13.90	835.00	11,606.50
AnnElyse Gibbons	32.90	905.00	29,774.50
Gene Goldmintz	9.60	645.00	6,192.00
Gene Goldmintz	5.30	735.00	3,895.50
Scott J Gordon	17.30	1,495.00	25,863.50
Christopher Hayes	4.30	835.00	3,590.50
Christopher Hayes	4.80	905.00	4,344.00
Erik Hepler	2.10	1,195.00	2,509.50
Gregg G Kirchhoefer, P.C.	9.50	1,295.00	12,302.50
Daniel Latona	.50	555.00	277.50
Daniel Latona	4.30	645.00	2,773.50
Daniel Lewis	5.80	1,055.00	6,119.00
Brice Lipman	5.50	645.00	3,547.50
Brice Lipman	5.20	735.00	3,822.00
Maureen McCarthy	3.70	390.00	1,443.00
Andres C Mena, P.C.	1.40	1,225.00	1,715.00
Jeannie B Poland	3.40	835.00	2,839.00
Alyssa B Russell	.60	735.00	441.00
Laurie L Ruxton	.50	390.00	195.00
David Seligman, P.C.	27.60	1,410.00	38,916.00
Steven Serajeddini	5.40	1,035.00	5,589.00
Ahmed Sidik	2.00	835.00	1,670.00
Ahmed Sidik	7.50	905.00	6,787.50
Daniel J Varn	.70	240.00	168.00
Walter B Winger	.40	955.00	382.00
Walter B Winger	40.90	995.00	40,695.50
Paul Zier	1.00	1,075.00	1,075.00
<b>TOTALS</b>	<b>319.50</b>		<b>\$ 293,245.50</b>



Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

14 - Business Operations

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
6/15/17	Brice Lipman	.50	Coordinate distribution of form NDA for service provider engagements.
6/16/17	David Seligman, P.C.	1.00	Telephone conference with client re operational issues (.7); conduct follow up with K&E team re same (.3).
6/16/17	AnnElyse Gibbons	2.00	Correspond with company team re updates from first day hearing, first day motion relief for operations (.7); telephone conferences with company team re same (.7); review and analyze first day orders re same (.6).
6/16/17	Christopher Hayes	2.10	Correspond with K&E team, company re entered first day orders and next steps re same (1.2); telephone conferences and correspond with client, K&E team re same (.9).
6/16/17	Brice Lipman	1.50	Review and analyze service provider NDA.
6/16/17	Daniel Latona	.50	Telephone conference with K&E team, McKinsey, company re operational communications.
6/17/17	Jeremy Evans	1.50	Revise first day motion summaries and compile entered orders.
6/18/17	AnnElyse Gibbons	1.00	Correspond with K&E team re international subsidiaries (.5); review and analyze notes re same (.5).
6/18/17	Jeremy Evans	.40	Review and revise hedging and trading talking points.
6/19/17	David Seligman, P.C.	2.30	Telephone conferences with McKinsey team re operational initiatives and related matters (1.0); telephone conferences and correspondence with company re first day motions and hearing follow-up matters (1.3).

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/19/17	Laurie L Ruxton	.50	Conference with J. Walker re recording of releases of mortgages (.3); correspond with C. Lane and M. Leskiw re delivery of original signature pages (.1); correspond with J. Caruso re mortgage (.1).
6/19/17	AnnElyse Gibbons	2.20	Telephone conferences with company re first day orders, hedging, contracts, cash management (1.0); correspond with company re same (1.0); review and analyze orders re same (.2).
6/19/17	Christopher Hayes	.30	Correspond with K&E team, McKinsey re operational issues.
6/20/17	Scott J Gordon	1.00	Correspond with K&E team and K. Masucci re hedging analysis (.4); draft documents re same (.6).
6/20/17	Erik Hepler	.90	Review, revise language re post-petition supply and hedging contracts.
6/20/17	AnnElyse Gibbons	4.30	Telephone conferences with company, K&E team, and McKinsey re payment of vendors, first day orders and interpretation of same, hedging, and cash management (2.0); correspond with company, K&E team, and McKinsey re same (1.0); review and analyze first day orders re same (.7); review and revise contract language re same (.6).
6/20/17	Gene Goldmintz	.60	Prepare for and participate in telephone conference with K&E team and McKinsey re payment review process.
6/20/17	Jeremy Evans	.50	Correspond with company team, A. Gibbons, and S. Gordon re hedging matters (.2); correspond with A. Gibbons re same (.3).
6/21/17	David Seligman, P.C.	1.30	Telephone conference with client re operational initiatives, transition, and related matters.

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/21/17	Erik Hepler	.60	Telephone conference with company re hedging issues.
6/21/17	AnnElyse Gibbons	2.50	Draft and revise agenda and materials re update call for CEO (.5); telephone conference with company re same (.5); telephone conferences with K&E team and company re hedging and next steps re same (.5); review and revise contract language re same (.5); correspond with company re ordinary course and settlements (.5).
6/21/17	Jeremy Evans	.80	Prepare for and participate in telephone conference with company, McKinsey, and K&E team re hedging.
6/22/17	David Seligman, P.C.	2.70	Telephone conferences with company re CEO update call (.5); correspond with company re same (.4); telephone conferences and correspond with company re case status and strategies (.8); telephone conference, correspondence with McKinsey re chapter 11 status and restructuring initiatives (1.0).
6/22/17	Erik Hepler	.60	Review, analyze language re hedging.
6/22/17	AnnElyse Gibbons	1.90	Conferences with company and McKinsey re intercompany settlements (.7); review and analyze entered orders re same (.3); correspond with company re payments (.3); review and analyze contract language re hedging (.3); correspond with company re same (.3).
6/23/17	David Seligman, P.C.	2.90	Review and revise various second day motions (2.1); correspond with K&E team re comments and strategy re same (.8).
6/23/17	Christopher Hayes	.60	Telephone conference with company, McKinsey re operational issues (.1); telephone conference with K&E team re lienholder inquiries (.3); correspond with K&E team re same (.2).

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/26/17	Maureen McCarthy	.90	Draft notice of filing of final order re shared services agreement motion.
6/26/17	Christopher Hayes	1.30	Correspond with K&E team, McKinsey, company re operational issues.
6/26/17	Jeannie B Poland	3.40	Correspond with K. Abutbul, C. Hayes and A. Russell re transition services agreement and plan strategy (.7); review McKinsey presentation re same (.5); telephone conference with K&E team and McKinsey re same (.5); draft summary re same (.3); prepare transition services agreement re same (1.4).
6/27/17	David Seligman, P.C.	2.10	Telephone conferences with K&E team and McKinsey team re transition services agreement and plan strategy (1.0); correspond with company re same (.2); telephone conferences and correspond with client and Rothschild re case status and deal developments (.9).
6/27/17	Jeremy Evans	.20	Correspond with C. Hayes re settlement requests from company.
6/28/17	David Seligman, P.C.	2.10	Telephone conferences with company re updates on operational and transition matters and strategies re same (1.8); correspond with company re same (.3).
6/28/17	Maureen McCarthy	.50	Draft notice of filing of revised proposed final trading contract order.
6/28/17	Brice Lipman	.50	Coordinate distribution and update form confidentiality agreement.
6/28/17	Jeremy Evans	2.10	Correspond with K&E team re hedging motion payments (.4); review and analyze ordinary course settlement proposals (1.3); correspond with company, McKinsey re same (.4).
6/29/17	Alexander Burdulia	.50	Telephone conference with company re ordinary course settlement issues.

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/29/17	Brice Lipman	.50	Review, revise confidentiality agreement.
6/29/17	Jeremy Evans	3.30	Prepare for and participate in communications committee telephone conference with company, McKinsey, and K&E team (.5); telephone conferences with B. Winger, S. Serajeddini re hedging matters (1.0); review and analyze payment matters re same (.4); prepare for and participate in GenOn ordinary course settlements telephone conference (.5); analyze matters re same (.9).
6/29/17	Ahmed Sidik	1.00	Review and comment on confidentiality agreement.
6/29/17	Brandon Bishoff	2.50	Correspond with A. Sidik re confidentiality agreement (.5); review, revise confidentiality agreement (2.0).
6/30/17	David Seligman, P.C.	2.40	Telephone conferences and correspond with company and advisors (multiple) re transition matters and presentation materials to bondholders.
6/30/17	Maureen McCarthy	1.40	Finalize proposed final order re shared services agreement motion (1.0); prepare same for filing (.3); file same with court (.1).
6/30/17	Walter B Winger	.40	Review, analyze bondholder presentation matters (.2); correspond with K&E team, other professionals re same (.2).
6/30/17	Gene Goldmintz	9.00	Correspond with K&E team re filing pleadings (.7); telephone conference with B. Winger re shared services final order (.1); correspond and coordinate with Baker Botts, Ropes and Latham re same (6.3); revise same (1.3); coordinate filing with K&E team and Epiq (.6).
6/30/17	Brice Lipman	2.50	Review, revise confidentiality agreement.

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/30/17	Jeremy Evans	3.30	Telephone conference with company, K&E team and McKinsey re supplier management committee (.4); correspond with company, McKinsey, and B. Winger re ordinary course business matters (.7); telephone conferences with company, McKinsey re hedging operations (.3); correspond with company, McKinsey re same (.4); telephone conferences with company, McKinsey re intercompany matters (1.5).
6/30/17	Ahmed Sidik	1.00	Review and analyze revised confidentiality agreements (.9); correspond with K&E team re same (.1).
6/30/17	Brandon Bishoff	2.00	Review, revise confidentiality agreement.
7/01/17	Scott J Gordon	.20	Correspond with A. Gibbons re counterparty request for adequate assurance (.1); correspond with same re counterparty waiver letter (.1).
7/01/17	Walter B Winger	.40	Review, analyze bondholder presentation issues (.2); correspond with other professionals, K&E team re same (.2).
7/01/17	AnnElyse Gibbons	.70	Correspond with company re next steps in bankruptcy, case status, updates.
7/01/17	Jeremy Evans	.80	Correspond with A. Gibbons re vendor matters.
7/02/17	Walter B Winger	.40	Review, analyze bondholder presentation issues (.2); correspond with other professionals, K&E team re same (.2).
7/02/17	AnnElyse Gibbons	1.30	Review and revise WIP (.2); correspond with K&E team re same (.2); review intercompany debt questions (.5); correspond with K&E team and McKinsey re same (.2); correspond with B. Winger re status and open items (.1); telephone conference with C. Hayes re same (.1).

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/02/17	Jeremy Evans	1.50	Review, revise final orders for OCP and hedging motion.
7/03/17	David Seligman, P.C.	.50	Telephone conference with client re case status and operational matters.
7/03/17	Walter B Winger	.40	Review, analyze various vendor matters (.3); conferences with K&E team re same (.1).
7/03/17	AnnElyse Gibbons	1.00	Telephone conference with K&E team, Rothschild, and McKinsey re bondholder presentation (.4); telephone conference with G. Goldmintz re updates and status of open items (.2); telephone conference with Epiq re notice (.2); telephone conference with Ropes re revisions to final orders (.2).
7/03/17	Alexander Burdulia	.80	Prepare for and participate in advisor working group telephone conference re bondholder presentation (.5); research precedent re same (.3).
7/04/17	Alexander Burdulia	1.80	Review, revise bondholder presentation.
7/05/17	David Seligman, P.C.	.90	Review, analyze on business operational and diligence materials and presentations re same.
7/05/17	Walter B Winger	4.70	Review, revise bondholder presentation materials (3.1); research, analyze diligence materials, precedent re same (1.2); conferences with K&E team, other professionals re same (.4).
7/05/17	AnnElyse Gibbons	3.50	Review, analyze contingency planning materials (1.7); telephone conferences and correspond with McKinsey and K&E team re same (.5); telephone conferences with McKinsey team and K&E team re status of open items (.5); telephone conferences with company and advisors re (.5); correspond with company re updates and next steps (.3).

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/05/17	Alexander Burdulia	1.70	Correspond with K&E team re asset location (.1); review, analyze diligence provided re same (.2); review, revise presentation to bondholders (1.2); correspond with K&E team re same (.2).
7/05/17	Daniel J Varn	.70	Compile certificates of good standing.
7/05/17	Brice Lipman	.50	Coordinate revisions and execution of confidentiality agreements.
7/05/17	Jeremy Evans	2.00	Telephone conferences and correspondence with company, McKinsey and K&E re hedging matters (1.0); telephone conferences and correspondence re vendor matters and inquiries (1.0).
7/05/17	Brandon Bishoff	1.00	Review, revise NDAs.
7/06/17	David Seligman, P.C.	.80	Review, analyze business operational and diligence materials and presentations re same.
7/06/17	Scott J Gordon	2.20	Telephone conference with A. Gibbons and hedging counterparty re adequate assurance (.8); review and analyze materials re same (1.1); correspond with A. Gibbons re same (.3).
7/06/17	Walter B Winger	2.80	Draft materials for bondholder meeting (1.4); research, analyze precedent, diligence materials re same (.8); conferences with McKinsey, Rothschild, K&E team re same (.6).
7/06/17	AnnElyse Gibbons	1.70	Telephone conferences with K&E team re contingency planning materials (.3); correspond with McKinsey and client re same (.5); correspond and conferences with company re operations issues (.5); correspond with M. McKinsey re same(.4).
7/06/17	Alexander Burdulia	4.60	Review, revise bondholder presentation (4.3); correspond with K&E team re same (.3).



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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/06/17	Brice Lipman	3.50	Review, revise confidentiality agreement (2.8); coordinate execution of same (.7).
7/06/17	Jeremy Evans	2.00	Correspond with K&E team re hedging order matters (.4); prepare for and participate in communications committee telephone conference (.4); prepare for and participate in SMC telephone conference (.4); draft risk management slide for bondholder presentation (.8).
7/06/17	Ahmed Sidik	1.50	Review and revise various NDAs.
7/06/17	Brandon Bishoff	1.70	Review, revise confidential NDA.
7/07/17	David Seligman, P.C.	1.10	Review and analyze business operational and diligence materials and presentations re same.
7/07/17	Walter B Winger	3.80	Review, revise bondholder presentation materials (1.6); research, analyze diligence materials, precedent re same (1.3); participate in telephone conference with client, McKinsey, Rothschild, K&E team re same (.9).
7/07/17	AnnElyse Gibbons	2.50	Review, revise proposed language re insurance and hedging orders (.5); correspond and conferences with counterparty and K&E team re same (.5); revise same (.3); correspond with McKinsey re payments and collateral re insurance motion (.2); review precedent re same (1.0).
7/07/17	Alexander Burdulia	3.00	Prepare for and participate in telephone conference with noteholder counsel re proposed final orders re first day relief (.5); correspond with K&E team re same (.6); review and revise same (.4); review and revise presentation to bondholders (1.3); correspond with K&E team re same (.2).

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/07/17	Gene Goldmintz	.70	Correspond with K&E team re confidential business matter (.2); prepare for and participate in telephone conference with Ropes re final orders (.5).
7/07/17	Brice Lipman	.70	Coordinate execution and distribution of NDA (.2); revise NDA re same (.5).
7/07/17	Daniel Latona	.50	Review creditor voice mailbox and update log re same.
7/07/17	Jeremy Evans	1.90	Prepare for and participate in telephone conference with A. Gibbons and J. Bain re comments to trading contracts order (.4); correspond and conference with A. Gibbons re same (.2); prepare for and participate in telephone conferences with D. Latona re operational and vendor matters (.7); prepare for and participate in telephone conference with Ropes & Gray, K&E team re second day orders (.6).
7/07/17	Ahmed Sidik	1.00	Review, revise NDA.
7/07/17	Brandon Bishoff	1.90	Review, revise NDA.
7/08/17	Walter B Winger	2.30	Review, revise bondholder presentation materials (1.4); research, analyze diligence materials re same (.6); conferences with K&E team re same (.3).
7/08/17	AnnElyse Gibbons	2.40	Review, analyze insurance motion comments (.4); correspond with K&E team re same (.3); revise same (.6); correspond with McKinsey re same (.3); review and revise language re trading contract order (.6); correspond with J. Evans re same (.2).
7/08/17	Alexander Burdulia	1.20	Review, revise bondholder presentation.
7/08/17	Jeremy Evans	1.30	Review, revise trading contracts final order (1.0); review, revise ordinary course professional order (.3).

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/09/17	Walter B Winger	4.30	Review, revise bondholder presentation materials (2.1); research, analyze diligence materials re same (1.6); conferences with Rothschild, McKinsey K&E team re same (.4); review, analyze hedging order issues (.1); correspond with J. Evans, A. Gibbons re same (.1).
7/09/17	Jeremy Evans	2.50	Review, revise various second day orders (1.5); correspond with A. Gibbons, B. Winger and A. Burdulia re same (1.0).
7/10/17	Andres C Mena, P.C.	.40	Review and revise confidential agreement.
7/10/17	Scott J Gordon	.70	Correspond with client re hedging (.4); review and analyze materials re same (.3).
7/10/17	Paul Zier	1.00	Review and analyze presentation to bondholders (.6); correspond with K&E team re same (.4).
7/10/17	Walter B Winger	5.80	Review, revise bondholder presentation materials (3.9); research, analyze diligence materials re same (1.5); conferences with client, other professionals, K&E team re same (.4).
7/10/17	AnnElyse Gibbons	4.80	Review and revise proposed orders and redlines re UST comments and informal comments (1.7); correspond with client and K&E team re same (.4); telephone conferences and correspond with client and counterparty re hedging contract (1.2); review and revise final order re same (.8); review and analyze agreement re same (.7).
7/10/17	Christopher Hayes	.50	Correspond with K&E team re reclamation matters (.2); correspond with K&E team, advisors re proposed final first day orders (.3).

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/10/17	Alexander Burdulia	4.40	Review and analyze final second day orders (.4); prepare and compile final order redlines (.2); review and revise bondholder presentation (2.6); research and analysis re same (.6); correspond with K&E team, Rothschild, McKinsey team re same (.6).
7/10/17	Jeremy Evans	3.30	Telephone conferences with D. Latona re operational and vendor matters (1.0); review and revise trading contracts order (1.5); telephone conferences with K&E team re same (.8).
7/10/17	Brandon Bishoff	.50	Review, finalize and compile executed confidential NDA.
7/11/17	David Seligman, P.C.	.80	Review and revise bondholder presentation.
7/11/17	Scott J Gordon	1.80	Review and comment on amendment to customer agreement (1.5); correspond with client re same (.3).
7/11/17	Walter B Winger	4.00	Review, finalize bondholder presentation (2.3); research, analyze diligence materials re same (.9); conferences with client, other professionals, K&E team re same (.8).
7/11/17	AnnElyse Gibbons	1.20	Correspond with company re updates to final orders for hearing (.1); telephone conference with company re hedging contracts (.4); correspond with same re same (.5); review and analyze order re same (.2).
7/11/17	Christopher Hayes	.40	Review, comment on bondholder presentation (.2); correspond with K&E team re same (.2).
7/11/17	Alexander Burdulia	6.10	Review and revise bondholder presentation (4.0); correspond with K&E team, McKinsey, and Rothschild re same (.6); telephone conference with working group re same (.5); coordinate bondholder meeting logistics (1.0).

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/11/17	Jeremy Evans	4.40	Telephone conference with D. Latona, counter party re inquiry request (.4); prepare for and participate in telephone conference with company, McKinsey and K&E team re operational issues (.5); analyze same with D. Latona (.8); review and revise proposed risk management policy (2.7).
7/12/17	Scott J Gordon	.20	Review and analyze correspondence from hedging counterparty (.1); correspond with client re same (.1).
7/12/17	Steven Serajeddini	5.40	Prepare for and participate in conference with K&E working group, bondholders re restructuring issues.
7/12/17	Walter B Winger	4.70	Participate in bondholder meeting (3.3); research analyze diligence materials in preparation for same (1.1); conferences with client, Rothschild, McKinsey, K&E team re same (.3).
7/12/17	Christopher Hayes	3.00	Prepare for and participate in bondholder principal meeting telephonically.
7/12/17	Alexander Burdulia	5.10	Prepare for and participate in bondholder presentation (4.1); review and revise same (.7); coordinate logistics for bondholder meeting (.3).
7/12/17	Anthony C Abate	.50	Search for and distribute second day hearing transcripts.
7/12/17	Jeremy Evans	.90	Review, revise ordinary course professional and trading contracts orders (.2); telephone conferences with D. Latona re operational matters (.4); review, analyze diligence materials re same (.3).
7/13/17	Gregg G Kirchhoefer, P.C.	1.50	Review and analyze IT issues (.2); conference with K&E team re same (.5); research re same (.8).

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/13/17	David Seligman, P.C.	2.80	Telephone conferences and correspond with client and Rothschild re second day hearing.
7/13/17	Scott J Gordon	3.50	Revise final hedging order (1.8); review and analyze same (.4); correspond with client and K&E team re same (.3); review and analyze correspondence re hedging counterparty (1.0).
7/13/17	Maureen McCarthy	.90	Finalize and prepare for filing the revised proposed final order and redline re the trading contract motion.
7/13/17	Daniel Lewis	.50	Telephone conference with B. Winger and G. Kirchhoefer re IT matters.
7/13/17	AnnElyse Gibbons	7.90	Prepare for second day hearing (3.8); draft and revise talking points re same (2.4); correspond with Rothschild and McKinsey re same (.6); review and revise redlines re same (.8); correspond with client and K&E team re same (.3).
7/13/17	Alexander Burdulia	3.70	Review and revise final orders (1.0); correspond with K&E team re same (.5); draft talking points re same (1.2); draft NDA (.7); review and analyze precedent re same (.3).
7/13/17	Gene Goldmintz	4.60	Revise first day orders (1.5); circulate same (.3); correspond with K&E team re same (.8); draft talking points re same (2.0).
7/13/17	Daniel Latona	2.80	Draft, revise talking points for second day hearing (2.4); revise final orders (.4).
7/14/17	Gregg G Kirchhoefer, P.C.	1.50	Correspond with K&E team re IT agreements (.2); research precedent re same (.6); review and analyze documents re same (.7).
7/14/17	Andres C Mena, P.C.	1.00	Review, revise confidential agreement.
7/14/17	Scott J Gordon	.30	Correspond with K&E team re final hedging order.

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/14/17	Walter B Winger	3.60	Review, analyze hedging issues (1.1); research diligence materials, precedent re same (.5); conferences with K&E team re same (.3); prepare for second day hearing (1.7).
7/14/17	AnnElyse Gibbons	2.50	Correspond with K&E team re final second day orders (.6); revise talking points re same (1.0); telephone conference with company re case update and hearing update (.5); correspond with company re entered orders (.4).
7/17/17	David Seligman, P.C.	1.80	Telephone conferences and correspond with stakeholders re chapter 11 developments.
7/17/17	Scott J Gordon	1.50	Telephone conference with hedging counterparty re amendment to contract (.3); review and analyze same (.7); correspond with contract counterparty re same (.2); correspond with K&E team re same (.3).
7/17/17	Christopher Hayes	.30	Telephone conference and correspond with K&E team re operating reports and related considerations.
7/17/17	Jeremy Evans	1.10	Prepare for and participate in telephone conference with A. Gibbons, S. Gordon and company re confidential hedging matter (.5); telephone conferences with D. Latona and third-parties re vendor and operational matters (.6).
7/18/17	David Seligman, P.C.	1.40	Telephone conferences and correspond with stakeholders re chapter 11 developments.
7/18/17	Scott J Gordon	.70	Correspond with A. Gibbons re contract review and amendments to trading contracts (.3); review and analyze response to proposed amendment from hedging counterparty (.3); correspond with hedging counterparty re same (.1).

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/18/17	Daniel Lewis	1.30	Participate in telephone conference with client team, W. Winger, and G. Kirchhoefer re IT issue (1.0); correspond with W. Winger, G. Kirchhoefer, and K&E team re same (.3).
7/18/17	Alyssa B Russell	.60	Review, analyze transcript re second day hearing.
7/18/17	AnnElyse Gibbons	.80	Correspond with client re hedging matter (.1); review and analyze same (.2); correspond with K&E team re same (.1); correspond with client re OCP order and next steps (.2); correspond with same re ordinary course analysis (.2).
7/18/17	Brice Lipman	.50	Analyze received NDA from counterparty (.4); coordinate distribution execution re same (.1).
7/18/17	Jeremy Evans	.80	Participate in communications committee telephone conference (.4); prepare for and participate in telephone conference with D. Latona re review of confidential documents (.4).
7/18/17	Ahmed Sidik	.50	Review, analyze NDAs.
7/18/17	Brandon Bishoff	.20	Compile and circulate confidential NDA.
7/19/17	David Seligman, P.C.	.70	Review and revise creditor presentation materials.
7/19/17	Scott J Gordon	2.00	Revise hedging amendment (1.4); correspond with K. Masucci re same (.3); correspond with M. Lischin re same (.2); correspond with hedging counterparty re final hedging order (.1).
7/19/17	Walter B Winger	1.60	Review, revise board deck (1.1); research, analyze diligence materials re same (.3); conferences with K&E team re same (.2).
7/19/17	AnnElyse Gibbons	.70	Telephone conferences with K&E team, client and McKinsey re works in process and coordination.



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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/19/17	Christopher Hayes	.60	Correspond with K&E team, client re operational updates (.2); telephone conference with K&E team, Rothschild, McKinsey re work stream coordination (.3); telephone conference with K&E team, client re case updates (.1).
7/19/17	Alexander Burdulia	1.80	Review and revise confidential NDA (.7); review and analyze precedent agreements re same (1.1).
7/19/17	Jeremy Evans	.10	Telephone conference with company re confidential hedging counterparty.
7/20/17	Gregg G Kirchhoefer, P.C.	1.00	Correspond with K&E team re IT matter (.4); review and analyze documents re same (.3); research precedent re same (.2); conference with D. Lewis re same (.1).
7/20/17	Daniel Lewis	1.00	Review TSA (.1); draft TSA checklist (.5); conferences with client team re same (.2); telephone conference with G. Kirchhoefer re same (.2).
7/20/17	AnnElyse Gibbons	1.10	Correspond with client re hedging matters (.2); review and analyze entered final order re same (.6); correspond with K&E team re same (.3).
7/20/17	Jeremy Evans	.70	Correspond with company, McKinsey re SMC inquiries (.5); telephone conferences re same (.2).
7/21/17	Gregg G Kirchhoefer, P.C.	2.00	Correspond with K&E team re IT matter (.4); prepare for and participate in telephone conference with GenOn, K&E team and McKinsey re same (.8); review and analyze documents and research re same (.8).
7/21/17	Scott J Gordon	3.20	Draft and revise hedging agreements (2.6); correspond with K. Masucci and M. Lischin re same (.2); correspond with J. Evans re hedging counterparty termination (.4).

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

14 - Business Operations

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/21/17	Daniel Lewis	1.00	Participate in telephone conference with G. Kirchhoefer and client team re IT matter.
7/21/17	AnnElyse Gibbons	.60	Telephone conference with client and McKinsey re prepetition payables (.4); correspond with same re same (.2).
7/23/17	Jeremy Evans	.20	Correspond with D. Latona re confidential document analysis.
7/24/17	Walter B Winger	1.40	Review, analyze various intercompany matters (.6); research, analyze diligence materials re same (.5); conferences with K&E team re same (.3).
7/24/17	Jeremy Evans	.30	Correspond with company, K&E team re review of confidential documents.
7/24/17	Brandon Bishoff	.20	Correspondence with restructuring team re confidential operational matters.
7/25/17	Brandon Bishoff	.20	Correspond with K&E team re outstanding NDA issues.
7/26/17	Gregg G Kirchhoefer, P.C.	2.00	Review and draft correspondence re IT matter (.3); review and analyze documents and research re same (.8); prepare for and participate in telephone conference with GenOn, K&E team and McKinsey re same (.7); conferences with K&E team re same (.2).
7/26/17	Daniel Lewis	1.00	Participate in telephone conference with G. Kirchhoefer and client team re IT matter.
7/26/17	Walter B Winger	.70	Review, analyze intercompany matters (.4); participate in telephone conference re same (.3).
7/26/17	Alexander Burdulia	1.30	Review and analyze confidential NDAs (.5); draft same (.5); correspond with B. Winger and company re same (.3).

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

14 - Business Operations

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/26/17	Matthew Colman	.50	Participate in telephone conference with client, McKinsey, G. Kirchhoefer and D. Lewis re confidential document.
7/26/17	Daniel Latona	1.00	Prepare for and participate in telephone conferences with K&E, McKinsey, and company re work in process.
7/26/17	Ahmed Sidik	.50	Correspond with K&E team and company re case update.
7/27/17	Alexander Burdulia	1.00	Compile and finalize engagement letters (.4); review and revise same (.2); correspond with counterparty re same (.2); correspond with same and company team re data room access (.2 ).
7/27/17	Matthew Colman	.30	Correspond with D. Lewis re confidential documents (.2); review precedent re same (.1).
7/27/17	Ahmed Sidik	1.50	Review, analyze various NDA matters.
7/27/17	Brandon Bishoff	3.50	Review, revise amended and restated confidential NDAs.
7/28/17	Gregg G Kirchhoefer, P.C.	1.50	Conferences and correspond with K&E team re IT matter (.6); prepare for and participate in telephone conference with GenOn, K&E team and McKinsey re same (.6); review and analyze documents re same (.3).
7/28/17	Daniel Lewis	1.00	Participate in telephone conference with G. Kirchhoefer, M. Colman, K&E team and client team re confidential document.
7/28/17	Matthew Colman	.70	Participate in telephone conference with client, McKinsey, G. Kirchhoefer, D. Lewis re confidential document.
7/28/17	Brandon Bishoff	4.30	Review, finalize, and compile confidential NDA (1.3); prepare, review and revise various NDAs (3.0).
7/29/17	Brandon Bishoff	3.50	Prepare, review and revise NDA.

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

14 - Business Operations

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/30/17	Ahmed Sidik	2.50	Review and revise NDA.
7/30/17	Brandon Bishoff	4.00	Prepare, review and revise form NDA.
7/31/17	AnnElyse Gibbons	.20	Correspond with client re case process and next steps.
7/31/17	Jeremy Evans	.30	Telephone conference with company re confidential hedging matter.
7/31/17	Brandon Bishoff	2.70	Prepare, review and revise form NDA.
		319.50	TOTAL HOURS

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle Street  
Chicago, Illinois 60654

FEIN 36-1326630

September 1, 2017

GenOn Energy, Inc.  
211 Carnegie Center  
Princeton, NJ 08540

Attention: Brian Curci

**Invoice Number: 5174156**  
**Client Matter: 26173-15**

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## In the matter of Corporate and Governance Issues

For legal services rendered through July 31, 2017 (see attached Description of Legal Services for detail)	\$ 117,917.50
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For expenses incurred through July 31, 2017 (see attached Description of Expenses for detail)	<u>          \$ .00</u>
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Total legal services rendered and expenses incurred	\$ 117,917.50
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Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

15 - Corporate and Governance Issues

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Alexander Burdulia	5.10	555.00	2,830.50
Alexander Burdulia	4.00	645.00	2,580.00
AnnElyse Gibbons	1.00	835.00	835.00
AnnElyse Gibbons	2.30	905.00	2,081.50
Gene Goldmintz	3.50	735.00	2,572.50
Christopher Hayes	.20	835.00	167.00
Christopher Hayes	2.70	905.00	2,443.50
Nathan Jimenez	4.00	645.00	2,580.00
Jared Kelly	11.50	905.00	10,407.50
Andres C Mena, P.C.	.80	1,225.00	980.00
Patrick J Samper	.60	645.00	387.00
David Seligman, P.C.	5.40	1,410.00	7,614.00
David Serna	2.00	905.00	1,810.00
David Serna	51.10	955.00	48,800.50
Ravi Shankar	12.00	905.00	10,860.00
Ankur Sharma	.70	645.00	451.50
Allyson Smith	.40	645.00	258.00
Wayne E Williams	1.50	1,075.00	1,612.50
Walter B Winger	1.70	995.00	1,691.50
Paul Zier	14.30	1,075.00	15,372.50
David Zobell	2.30	645.00	1,483.50
Factual Research	.30	330.00	99.00
<b>TOTALS</b>	<b>127.40</b>		<b>\$ 117,917.50</b>

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

15 - Corporate and Governance Issues

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
6/14/17	Paul Zier	2.00	Correspond with K&E team and client re Form 8-K.
6/14/17	David Zobell	2.30	Proof and revise 8-K (1.0); correspond with company and working group re 8-K filing (.8); coordinate same (.5).
6/14/17	David Serna	2.00	Draft, revise and coordinate filing of Form 8-K.
6/15/17	Paul Zier	1.00	Review, analyze SEC diligence materials.
6/18/17	David Seligman, P.C.	1.10	Review and analyze corporate governance matters and diligence materials re same.
6/19/17	Alexander Burdulia	3.70	Review and finalize board minutes.
6/22/17	AnnElyse Gibbons	1.00	Revise board materials and circulate same (.2); telephonically attend board meeting re pipeline and sublease (.8).
6/23/17	Christopher Hayes	.20	Telephonically attend board meeting re sublease.
6/23/17	Alexander Burdulia	1.40	Prepare for and attend board meeting telephonically (.4); draft board minutes re same (1.0).
6/26/17	David Seligman, P.C.	1.30	Telephone conference with K&E team re corporate and transition issues (1.0); conduct follow up correspondence re same (.3).
6/27/17	Paul Zier	3.00	Research, analyze case and statutory law re 1934 Securities Act (2.3); correspond with J. Kelly re same (.4); correspond with K&E restructuring team re same (.3).
7/05/17	David Serna	1.00	Draft and revise checklists and deadlines re 8-k filing.

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

15 - Corporate and Governance Issues

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/10/17	Jared Kelly	1.30	Correspond with K&E team re reporting obligations (.3); review guidance re same (.4); research rules re same (.6).
7/10/17	David Serna	6.70	Draft and revise rights offering procedures and forms (6.2); research 10-Q filing requirements (.5)
7/10/17	Nathan Jimenez	1.50	Research re Form 10-Q.
7/11/17	Andres C Mena, P.C.	.80	Review, revise 8-K.
7/11/17	Wayne E Williams	1.00	Analyze Exchange Act reporting obligations.
7/11/17	Paul Zier	2.00	Review and comment on Form 8-K (1.2); analyze research re 34 Act reporting obligations and correspond with K&E team re same (.7); correspond with M. Brown re same (.1).
7/11/17	Walter B Winger	1.70	Review, revise 8-K (1.3); conferences with client, K&E team re same (.4).
7/11/17	Jared Kelly	1.40	Correspond with K&E team re current report (.4); review, revise same; (.6); review agreement reporter same (.4).
7/11/17	David Serna	9.20	Draft and revise notes offering procedures and forms (8.5); draft Form 8-K (.7)
7/11/17	Nathan Jimenez	2.50	Draft and revise 8-K.
7/12/17	Wayne E Williams	.50	Conferences with P. Zier re Exchange Act reporting issues.
7/12/17	Paul Zier	2.00	Conferences and correspond with K&E team re 34 act reporting requirements (.8); analyze bond registration status (.8); correspond with M. Brown re same (.1); correspond with K&E team re same (.3).
7/12/17	Jared Kelly	.80	Review and revise current report and coordinate filing.



Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

15 - Corporate and Governance Issues

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/12/17	David Serna	11.00	Draft and revise offering procedures and forms (5.3); research securities laws re filing obligations (5.7).
7/13/17	Paul Zier	.80	Correspond with K&E team re reporting.
7/13/17	Jared Kelly	2.60	Review, revise quarterly report.
7/13/17	David Serna	7.60	Draft and revise offering procedures and forms (5.0); draft Form 10-Q (2.6)
7/13/17	Christopher Hayes	.60	Review, comment on draft 10-Q.
7/17/17	David Serna	3.90	Draft and revise offering timeline and deadlines (2.0); telephone conference with advisor group re same (1.1); draft and revise 10-Q disclosure (.8).
7/17/17	AnnElyse Gibbons	.90	Correspond with K&E team re board deck (.3); revise same (.4); correspond with A. Burdulia re same (.2).
7/17/17	Christopher Hayes	.20	Review, comment on draft board deck.
7/17/17	Gene Goldmintz	.60	Revise letter of credit disclosure.
7/17/17	Ravi Shankar	2.10	Draft GenOn board deck insert (.8); review and analyze GenOn's draft 10-Q (1.3).
7/18/17	David Serna	3.90	Telephone conference with client, K&E team re notes offering and 10-Q disclosure (.6); research re voluntary filers (3.3).
7/18/17	Christopher Hayes	.30	Telephone conference with client, K&E team re securities disclosures.
7/18/17	Gene Goldmintz	1.90	Revise and comment on draft 10-K (.9); review, analyze pleadings re same (.8); correspond with R. Shankar re same (.2).
7/18/17	Ravi Shankar	1.50	Review and analyze draft 10-Q disclosure (1.1) telephone conference with client re same (.4).

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

15 - Corporate and Governance Issues

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/19/17	David Serna	4.90	Review and revise Form 10-Q.
7/19/17	AnnElyse Gibbons	1.40	Review and finalize board deck (1.2); correspond with client and K&E team re same (.2).
7/19/17	Christopher Hayes	.30	Review, comment on draft board deck (.2); correspond with K&E team re same (.1).
7/19/17	Allyson Smith	.40	Draft slide for case status update for board presentation.
7/19/17	Alexander Burdulia	2.30	Review and revise board presentation (2); correspond with K&E team re same (.3).
7/19/17	Ravi Shankar	.90	Review and analyze draft 10-Q.
7/20/17	David Seligman, P.C.	1.80	Prepare for and participate in telephone conference with board of directors (1.0); correspond with same re same (.8).
7/20/17	David Serna	1.40	Correspond with client and K&E team re financing options (1.1); review and revise Form 10-Q (.3).
7/20/17	Christopher Hayes	.90	Prepare for and participate telephonically in board meeting.
7/20/17	Alexander Burdulia	.80	Participate telephonically in board meeting.
7/20/17	Ravi Shankar	1.90	Correspond with S. Hackney re draft 10-Q (.4); correspond with client re scheduling call (.4); prepare materials re same (1.1).
7/21/17	Paul Zier	1.00	Conferences and correspond with K&E team re securities disclosure issues.
7/21/17	David Serna	.50	Telephone conference re 10-Q disclosure.
7/21/17	Gene Goldmintz	.50	Telephone conference with K&E team re letter of credit disclosure.

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

15 - Corporate and Governance Issues

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/21/17	Ravi Shankar	1.30	Prepare for and participate in telephone conference with client re draft 10-Q (.9); review, revise same (.4).
7/24/17	Paul Zier	1.50	Correspond with K&E team re securities disclosures (.7); review and analyze same (.8).
7/26/17	Ravi Shankar	2.40	Review and revise draft 10-Q (1.8); correspond with K&E team and client re same (.6).
7/27/17	Paul Zier	1.00	Correspond with K&E team re disclosure matters.
7/27/17	Christopher Hayes	.40	Telephone conference with K&E team, governance committee re updates.
7/27/17	Ankur Sharma	.70	Draft 8-K re periodic report (.6); correspond with K&E team re same (.1).
7/27/17	Alexander Burdulia	.90	Telephone conference with K&E team, Rothschild, and company re governance matters (.3); review and revise notes re same (.6).
7/27/17	Gene Goldmintz	.20	Review, analyze direction agreement (.1); correspond with C. Hayes re same (.1).
7/27/17	Ravi Shankar	1.90	Review and revise 10-Q (1.3); correspond with K&E team re same (.6).
7/28/17	Jared Kelly	2.70	Research disclosure rules and precedent re contingencies while in bankruptcy (1.5); discuss same with client and K&E team (.5); draft disclosure re quarterly report (.7).
7/28/17	David Serna	1.00	Review and revise Form 10-Q
7/28/17	Patrick J Samper	.60	Review, analyze company information re corporate matters.
7/31/17	David Seligman, P.C.	1.20	Telephone conferences and correspond with client re corporate governance matters.

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

15 - Corporate and Governance Issues

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/31/17	Jared Kelly	2.70	Review and provide comments to quarterly report re contingencies and risk factors (1.6); research precedent and rules re same (1.1).
7/31/17	Gene Goldmintz	.30	Correspond with C. Hayes re 10-Q issues.
7/31/17	Factual Research	.30	Locate documents filed with the SEC.
		127.40	TOTAL HOURS

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle Street  
Chicago, Illinois 60654

FEIN 36-1326630

September 1, 2017

GenOn Energy, Inc.  
211 Carnegie Center  
Princeton, NJ 08540

Attention: Brian Curci

**Invoice Number: 5174157**  
**Client Matter: 26173-16**

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## In the matter of Cash Management

For legal services rendered through July 31, 2017 (see attached Description of Legal Services for detail)	\$ 9,065.50
For expenses incurred through July 31, 2017 (see attached Description of Expenses for detail)	<u>\$ .00</u>
Total legal services rendered and expenses incurred	\$ 9,065.50

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

16 - Cash Management

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Ryan Besaw	.30	240.00	72.00
AnnElyse Gibbons	.60	905.00	543.00
Gene Goldmintz	7.40	645.00	4,773.00
Gene Goldmintz	2.70	735.00	1,984.50
Christopher Hayes	1.00	835.00	835.00
Maureen McCarthy	2.20	390.00	858.00
<b>TOTALS</b>	<b>14.20</b>		<b>\$ 9,065.50</b>

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

16 - Cash Management

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
6/14/17	Maureen McCarthy	.90	Finalize and file cash management motion.
6/19/17	Gene Goldmintz	2.10	Review and analyze entered first day orders (.2); revise claims trading sell-down order re same (.3); revise cash management final order re same (.3); prepare for and participate in telephone conference with company, McKinsey team and K&E team re cash management controls (.6); review and analyze cash management final order precedent re section 345(b) and U.S. trustee operating guidelines (.7).
6/27/17	Christopher Hayes	.30	Correspond with company re cash management matters (.2); correspond with K&E team re same (.1).
6/27/17	Gene Goldmintz	2.70	Telephone conference, correspondence with company and McKinsey re cash issues (1.5); telephone conference, correspondence with McKinsey re intercompany transaction tracking (1.0); revise cash management order (.2).
6/27/17	Ryan Besaw	.30	Research and distribute cash management order precedent.
6/28/17	Maureen McCarthy	.40	Draft notice of filing of revised proposed final cash management order.
6/28/17	Christopher Hayes	.40	Telephone conferences with K&E team, McKinsey re intercompany settlements (.2); correspond with K&E team, McKinsey re same (.2).
6/28/17	Gene Goldmintz	1.70	Review and analyze correspondence from U.S. trustee re cash management final order (.4); revise cash management order re same (.5); correspond with McKinsey re same (.4); review and analyze shared services interim order re filing of final order (.4).

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

16 - Cash Management

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/29/17	Gene Goldmintz	.90	Review, analyze revised debt documents re shared services order (.4); revise draft order and distribute (.5).
6/30/17	Christopher Hayes	.30	Telephone conference with McKinsey team re intercompany settlement issues.
7/06/17	Gene Goldmintz	.70	Revise cash management final order.
7/07/17	Gene Goldmintz	.10	Revise cash management final order.
7/08/17	Gene Goldmintz	.40	Revise cash management final order (.3); circulate same to A. Burdulia (.1).
7/09/17	Gene Goldmintz	.10	Correspond with A. Burdulia re cash management final order.
7/10/17	Gene Goldmintz	.80	Summarize cash management final order (.3); coordinate same with company and McKinsey team (.2); correspond with K&E team re same (.2); prepare for and participate in telephone conference with company and McKinsey team re same (.3).
7/11/17	AnnElyse Gibbons	.40	Correspond with K&E team and company re cash management revisions (.2); review, analyze order re same (.1); correspond with UST re same (.1).
7/13/17	Maureen McCarthy	.90	Finalize and prepare for filing the revised proposed final order and redline re the cash management motion.
7/18/17	Gene Goldmintz	.50	Review, analyze cash management order (.2); correspond with A. Gibbons re same (.3).
7/19/17	AnnElyse Gibbons	.20	Correspond with company re cash management issues.
7/20/17	Gene Goldmintz	.10	Correspond with company re cash management final order compliance.
		14.20	TOTAL HOURS



# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle Street  
Chicago, Illinois 60654

FEIN 36-1326630

September 1, 2017

GenOn Energy, Inc.  
211 Carnegie Center  
Princeton, NJ 08540

Attention: Brian Curci

**Invoice Number: 5161135**  
**Client Matter: 26173-17**

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**In the matter of DIP, Cash Collateral, Exit Financing**

For legal services rendered through July 31, 2017  
(see attached Description of Legal Services for detail) \$ 420,650.00

For expenses incurred through July 31, 2017  
(see attached Description of Expenses for detail) \$ .00

Total legal services rendered and expenses incurred \$ 420,650.00

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

17 - DIP, Cash Collateral, Exit Financing

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Anthony C Abate	.60	240.00	144.00
Mark Adler	23.70	835.00	19,789.50
Mark Adler	33.00	905.00	29,865.00
Shubi Arora, P.C.	3.00	1,295.00	3,885.00
Ryan Besaw	1.90	240.00	456.00
Patricia F Boer	4.40	230.00	1,012.00
Alexander Burdulia	2.50	555.00	1,387.50
Michael L Cerankowski	18.70	735.00	13,744.50
Michael L Cerankowski	4.30	835.00	3,590.50
Jeremy Evans	4.20	735.00	3,087.00
Jeremy Evans	1.30	835.00	1,085.50
AnnElyse Gibbons	9.70	835.00	8,099.50
AnnElyse Gibbons	.50	905.00	452.50
Emmeline Hateley	9.10	645.00	5,869.50
Emmeline Hateley	10.20	735.00	7,497.00
Christopher Hayes	.50	835.00	417.50
Christopher Hayes	46.80	905.00	42,354.00
Erik Hepler	1.30	1,195.00	1,553.50
Kim Hicks	6.00	1,035.00	6,210.00
Nathan Jimenez	4.30	555.00	2,386.50
Nathan Jimenez	1.30	645.00	838.50
Jared Kelly	13.40	835.00	11,189.00
Jared Kelly	15.30	905.00	13,846.50
Maureen McCarthy	1.80	390.00	702.00
Andres C Mena, P.C.	68.10	1,225.00	83,422.50
Samuel C Peca	7.70	995.00	7,661.50
Jeannie B Poland	1.00	905.00	905.00
Jeffrey S Quinn	.80	1,195.00	956.00
Alyssa B Russell	11.10	735.00	8,158.50
Patrick J Samper	3.20	645.00	2,064.00
David Seligman, P.C.	35.30	1,410.00	49,773.00
Steven Serajedini	15.20	1,035.00	15,732.00
David Serna	12.00	905.00	10,860.00
Allyson Smith	17.70	645.00	11,416.50
Walter B Winger	12.20	955.00	11,651.00
Walter B Winger	2.20	995.00	2,189.00
Paul Zier	22.90	1,075.00	24,617.50
David Zobell	16.10	645.00	10,384.50
David Zobell	1.90	735.00	1,396.50
<b>TOTALS</b>	<b>445.20</b>		<b>\$ 420,650.00</b>

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

17 - DIP, Cash Collateral, Exit Financing

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
6/14/17	Andres C Mena, P.C.	4.00	Review and revise Citi letter of credit facility.
6/14/17	Mark Adler	4.00	Review, analyze letter of credit facility issues.
6/14/17	Michael L Cerankowski	2.00	Review, analyze revised debt finance documents (1.5); finalize same (.5).
6/15/17	Andres C Mena, P.C.	2.70	Review and revise letter of credit facility (2.0); coordinate additional comments with bankruptcy team (.7).
6/15/17	Mark Adler	4.00	Review and revise letter of credit facility agreement.
6/15/17	Michael L Cerankowski	1.00	Review, analyze debt documents.
6/16/17	Andres C Mena, P.C.	1.00	Review, analyze letter of credit facility comments.
6/16/17	Christopher Hayes	.20	Correspond with debt finance team re letter of credit facility documents.
6/16/17	Mark Adler	1.10	Review, analyze letter of credit facility agreement (.5); analyze and revise letter of credit fee letter (.6).
6/16/17	Michael L Cerankowski	1.00	Review and analyze revised letter of credit facility (.5); conferences with Latham re same (.5).
6/17/17	AnnElyse Gibbons	2.60	Correspond with K&E team re letter of credit facility (.5); review and revise letter of credit facility agreement (1.0); research re fee letter (1.1).
6/17/17	Michael L Cerankowski	1.50	Revise letter of credit facility agreement.
6/18/17	Andres C Mena, P.C.	.50	Coordinate letter of credit facility comments with M. Adler (.4); correspond with A. Gibbons re same (.1).

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GenOn Energy, Inc.

17 - DIP, Cash Collateral, Exit Financing

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/18/17	AnnElyse Gibbons	1.80	Review and revise letter of credit facility agreement (.9); review and revise final order (.6); correspond with team re same (.3).
6/18/17	Mark Adler	1.50	Revise and redistribute letter of credit facility agreement internally (.5); review, revise fee letter (.3); further revise fee letter and letter of credit facility agreement and distribute (.7).
6/18/17	Michael L Cerankowski	.20	Review and analyze revised debt documents.
6/19/17	David Seligman, P.C.	1.70	Correspond with K&E team and comapny re letter of credit facility and liquidity issues (.7); review, analyze documentation re same (1.0).
6/19/17	Andres C Mena, P.C.	.50	Review, analyze comments to letter of credit facility (.3); correspond with A. Gibbons re letter of credit facility issues (.2).
6/19/17	David Zobell	3.90	Draft and review notes re exit financing.
6/19/17	Alexander Burdulia	1.30	Review and analyze letter of credit motion precedent (.8); draft analysis re same (.5).
6/19/17	Anthony C Abate	.40	Search for and distribute precedent re financing.
6/19/17	Michael L Cerankowski	.50	Compile signature page (.1); review and analyze revised documents (.4).
6/20/17	Patricia F Boer	1.50	Correspond with M. McCarthy re updating lien search summary chart (.1); prepare search results re same (1.0); draft new lien search summary chart (.4).
6/20/17	David Zobell	.70	Review and analyze precedent rights offering procedures.
6/20/17	Jared Kelly	2.70	Review, analyze precedent re rights offering procedures (1.5); correspond with K&E team re same (1.2).

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/20/17	Alexander Burdulia	1.20	Review and analyze letter of credit motion precedent (1.0); correspond with K&E team re same (.2).
6/20/17	Mark Adler	.40	Correspond with K&E team re letter of credit facility structuring fee letter (.2); correspond with K&E team re letter of credit facility fees for final order (.2).
6/20/17	Michael L Cerankowski	1.30	Review and analyze revised drafts re letter of credit facility agreement.
6/21/17	David Seligman, P.C.	.90	Telephone conference with ad hoc group re rights offering.
6/21/17	Andres C Mena, P.C.	3.70	Review, revise letter of credit facility agreement (2.0); telephone conferences with Latham re same (1.0); telephone conferences with Ropes re same (.7).
6/21/17	Paul Zier	4.00	Correspond with K&E restructuring team re rights offering (.4); review and analyze precedent re same (2.8); review, correspond with same re rights offering and tax structuring (.8).
6/21/17	Patricia F Boer	.50	Update lien search summary chart.
6/21/17	David Zobell	3.70	Telephone conferences with Epiq re rights offering procedures (.7); draft same (3.0).
6/21/17	Jared Kelly	7.20	Correspond with working group re rights offering procedures and exit financing (1.3); draft and revise re same (2.2); research, analyze case and statutory securities law re same (1.2); review, revise disclosure statement (.8); review, analyze precedent documents re offering procedures and disclosure (1.7).

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/21/17	David Serna	5.20	Correspond with K&E team re tax issue (1.2); correspond with same re rights offering procedures (.8); research and analyze case and statutory securities law re rights offering and precedent re same (1.0); draft rights offering forms (2.2).
6/21/17	Nathan Jimenez	1.40	Telephone conference with Epiq re rights offering issues (.7); telephone conference with K&E team re disclosure statement and other securities issues related to the rights offering (.7).
6/21/17	Emmeline Hateley	1.00	Review, analyze letter of credit facility agreement.
6/21/17	Mark Adler	2.50	Review, analyze letter of credit facility agreement (.5); revise same (1.1); telephone conference re same (.7); further revise same (.2).
6/21/17	Michael L Cerankowski	1.50	Telephone conference re revised agreement (1.0); review, analyze same (.5).
6/22/17	David Seligman, P.C.	1.30	Telephone conferences and correspond with team re corporate, tax, and securities aspects of rights offering procedures.
6/22/17	Jeffrey S Quinn	.80	Review, analyze revised credit agreement and draft comments and issues re same.
6/22/17	Andres C Mena, P.C.	5.00	Review and revise letter of credit facility order (2.0); review, analyze diligence materials re same (1.0); telephone conferences with Latham re comments to same (2.0).
6/22/17	Patricia F Boer	2.40	Update lien search summary chart (2.3); save updated lien search results (.1).

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/22/17	David Zobell	6.20	Review and comment on Ropes draft offering procedures (.2); telephone conference with J. Kelly and P. Zier re same (.1); telephone conference with D. Serna re same (1.1); review and revise nominee rights offering procedures (4.8).
6/22/17	David Serna	6.80	Draft and revise rights offering procedures (3.3); research and analyze case and statutory securities law re same (3.5).
6/22/17	AnnElyse Gibbons	3.10	Draft and revise final order re letter of credit facility (.8); review and analyze agreement re same (.8); correspond and telephone conferences with Latham and K&E team re same (.4); correspond with same re same (.4); revise credit agreement (.6); correspond with K&E team re fee letter (.1).
6/22/17	Emmeline Hateley	3.50	Revise letter of credit facility agreement (1.0); revise pledge agreement (1.0); prepare and circulate officers certificate, closing certificate, and support certificate (.7); prepare signature pages re same (.8).
6/22/17	Mark Adler	1.90	Review, revise letter of credit facility agreement (.5); telephone conference re letter of credit facility agreement and final order (.5); review and revise pledge agreement (.9).
6/22/17	Michael L Cerankowski	3.50	Telephone conference re revised documents (.5); draft opinion (2.0); revise control agreement (1.0).
6/23/17	David Seligman, P.C.	.90	Telephone conference with noteholder counsel re rights offering procedures.
6/23/17	Andres C Mena, P.C.	3.30	Conferences with Latham re letter of credit facility issues (1.0); prepare revised drafts of letter of credit facility (1.5); correspond with M. Adler re same (.5); review and analyze issues re sizing of debt baskets (.1); telephone conference with comapny management team re same (.2).

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/23/17	David Zobell	1.60	Telephone conference with securities working group re offering and rights issuance (.2); telephone conference with Ropes re rights offering mechanics (.7); telephone conference with Epiq re same (.7).
6/23/17	Jared Kelly	2.50	Telephone conference with working group re rights offering procedures and exit financing.
6/23/17	AnnElyse Gibbons	2.20	Review and revise final order re letter of credit facility (1.0); review and analyze letter of credit agreement re same (.8); correspond with Latham and K&E teams re same (.4).
6/23/17	Nathan Jimenez	.70	Telephone conference with Epiq re notes offering procedures.
6/23/17	Ryan Besaw	.50	Draft rights offering procedures motion.
6/23/17	Emmeline Hateley	1.30	Review, analyze, and revise letter of credit facility agreement, pledge agreement, officer's certificate, closing certificate, and support certificate.
6/23/17	Mark Adler	2.70	Review and revise letter of credit facility agreement (1.1); review and revise pledge agreement (.9); telephone conferences re pledge agreement, letter of credit facility agreement and final order (.7).
6/23/17	Michael L Cerankowski	2.00	Draft revised opinion (1.5); review, analyze diligence materials re same (.5).
6/25/17	Mark Adler	.50	Review, analyze open items on letter of credit facility agreement and fee letter (.3); negotiate same (.2).
6/26/17	Andres C Mena, P.C.	4.00	Correspond with K&E team re financing issues (.5); telephone conferences with Citi and Latham re letter of credit facility issues (2.5); review, analyze K&E legal opinion (1.0).



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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/26/17	Walter B Winger	2.40	Review, analyze new letter of credit facility matters (1.1); research diligence materials, precedent re same (.6); review, revise order re same (.3); participate in conferences with McKinsey, K&E team, other case professionals re same (.4).
6/26/17	Christopher Hayes	.30	Telephone conference with McKinsey team re backstop fees (.2); correspond with Ropes re same (.1).
6/26/17	Nathan Jimenez	2.20	Draft disqualification questionnaires (1.1); draft institutional accredited investor questionnaire (1.0); telephone conference with D. Zobell re rights offering document (.1).
6/26/17	Emmeline Hateley	1.20	Review, analyze, and revise officers certificate, closing certificate, and support certificate.
6/26/17	Mark Adler	3.00	Review, analyze revised letter of credit facility agreement (1.0); telephone conferences re letter of credit facility agreement (1.5); review, analyze letter of credit facility agreement deliverables (.5).
6/26/17	Michael L Cerankowski	1.20	Revise and distribute opinion (.7); review, analyze diligence materials re same (.5).
6/27/17	Andres C Mena, P.C.	.50	Review and revise letter of credit facility agreement.
6/27/17	Walter B Winger	2.20	Review, revise new letter of credit facility order (.7); research, analyze diligence materials re same (.9); conferences with McKinsey, company, K&E team, other professionals re same (.6).
6/27/17	Jared Kelly	.50	Review and revise letter of credit facility agreement.
6/27/17	Emmeline Hateley	.90	Review, analyze resolutions re officers certificate (.3); prepare and execute signature pages re letter of credit facility agreement (.6).

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/27/17	Mark Adler	.50	Review, analyze letter of credit facility agreement.
6/27/17	Michael L Cerankowski	.50	Review and analyze revised documents re letter of credit facility agreement.
6/28/17	Erik Hepler	.80	Review, analyze letter of credit facility financing opinion.
6/28/17	Walter B Winger	1.30	Review, revise new letter of credit facility order (.6); research, analyze diligence materials re same (.3); participate in conferences with case professionals, K&E team re same (.4).
6/28/17	Jeremy Evans	.20	Correspond with Rothschild re financing meetings.
6/28/17	Emmeline Hateley	.20	Finalize letter of credit facility agreement.
6/28/17	Mark Adler	1.00	Correspond with comapny and K&E team re open points on letter of credit facility agreement and finalize for signing.
6/28/17	Michael L Cerankowski	.50	Review and analyze revised documents.
6/29/17	David Seligman, P.C.	7.00	Office conferences with Rothschild re exit financing (6.1); conduct follow up re same (.9).
6/29/17	Andres C Mena, P.C.	6.50	Prepare for and participate in financing meetings with Rothschild, Ducera, steering committee, company and K&E (4.0); draft, revise, analyze letter of credit facility agreement re same (.3); review order re same (.7); correspond with working groups re same (1.5).
6/29/17	Walter B Winger	2.40	Review, revise new letter of credit facility order (.7); research, analyze diligence materials re same (1.1); correspond with stakeholders, K&E team re same (.6).

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/29/17	Jeremy Evans	4.00	Prepare for and participate in financing meetings with Rothschild, Ducera, steering committee, company, and K&E.
6/29/17	Emmeline Hateley	.50	Review, analyze letter of credit facility agreement.
6/29/17	Michael L Cerankowski	1.00	Review and analyze revised letter of credit document (.5); revise opinion and distribute (.5).
6/30/17	David Seligman, P.C.	1.00	Conference with Rothschild re exit financing.
6/30/17	Andres C Mena, P.C.	1.00	Participate in telephone conference re exit financing issues.
6/30/17	Walter B Winger	3.90	Review, finalize new letter of credit facility order (2.6); review, analyze precedent re same (.4); multiple conferences with stakeholders, K&E team re same (.9).
6/30/17	Jared Kelly	.50	Correspond with K&E team re open items re rights offering.
6/30/17	Emmeline Hateley	.50	Correspond with K&E team re backstop financing finalization.
6/30/17	Mark Adler	.60	Review, analyze letter of credit facility documents.
6/30/17	Michael L Cerankowski	1.00	Review and analyze revised letter of credit documents.
7/01/17	AnnElyse Gibbons	.50	Correspond with A. Mena re final letter of credit facility order (.3); review filing re same (.2).
7/01/17	Christopher Hayes	.70	Review, comment on rights offering procedures motion (.5); correspond with K&E team re same (.2).
7/05/17	David Seligman, P.C.	1.10	Develop strategies, diligence and analyze exit financing process.

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/05/17	Andres C Mena, P.C.	5.00	Telephone conference with K&E team, Mayer Brown, Natixis re letter of credit facility issues (2.0); review and markup confidential document re same (2.0); telephone conference with Paul Weiss re same (1.0) .
7/05/17	Allyson Smith	.20	Correspond with K&E team re notes offering.
7/05/17	Mark Adler	.10	Review and analyze letter of credit facility fee disclosure.
7/06/17	David Seligman, P.C.	.90	Analyze and develop strategies, diligence and analysis re exit financing process.
7/06/17	Andres C Mena, P.C.	6.00	Review, revise confidential agreement (1.0); telephone conference with counterparties re same (2.0); prepare revised drafts re same (3.0).
7/06/17	Paul Zier	2.00	Analyze no action letters re rights offering.
7/06/17	Allyson Smith	.50	Revise notes offering motion.
7/07/17	Erik Hepler	.50	Draft and revise letter of credit facility opinion.
7/07/17	Walter B Winger	1.20	Review, analyze rights offering procedures issues (.7); research and analyze diligence materials re same (.3); correspond with Ropes, Rothschild, K&E team re same (.2).
7/07/17	Jared Kelly	1.50	Review and analyze rights offering procedures precedent (.7); correspond with K&E team re open items and status of rights offering (.8).
7/07/17	Jeremy Evans	1.30	Review and analyze rights offering procedures and motion (1.0); correspond with K&E team re same (.3).
7/07/17	Emmeline Hateley	.10	Correspond with Latham re comments to letter of credit facility resolutions.
7/07/17	Mark Adler	1.10	Review and revise letter of credit facility deliverables, including resolutions.

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/10/17	David Seligman, P.C.	2.70	Telephone conferences and correspond with K&E team, company and stakeholder advisors re exit financing and related corporate transactional matters and tax.
7/10/17	Andres C Mena, P.C.	2.00	Telephone conferences with Rothschild re financing structure and strategies (1.0); correspond with D. Seligman re the same (1.0).
7/10/17	Paul Zier	2.00	Telephone conference with K&E team re rights offering (.4); review and analyze criteria re same (1.3); conferences and correspond with J. Kelly re same (.3).
7/10/17	Steven Serajeddini	1.90	Correspond with K&E team, syndication agent re rights offering, transition issues (1.3); review and analyze same (.6).
7/10/17	Jared Kelly	3.80	Draft and revise procedure documents and disclosure re rights offering and exit financing.
7/10/17	Christopher Hayes	3.00	Correspond with K&E team, bondholder advisors re rights offering procedures (.6); correspond with B. Winger, J. Kelly re same (.4); review, comment on draft offering procedures (1.6); conduct follow up re same (.4).
7/10/17	Allyson Smith	1.40	Correspond with C. Hayes and J. Evans re notes offering (.2); review and analyze precedent re syndication agent issue (1.2).
7/10/17	Emmeline Hateley	.70	Compile closing documents and prepare support certificate letter of credit facility agreement.
7/10/17	Mark Adler	1.70	Telephone conferences with Citi re letter of credit facility and coordinate closing mechanics.
7/10/17	Michael L Cerankowski	.30	Review, analyze corporate charter (.1); review, revise letter of credit facility agreement and ancillary documents (.2).

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/11/17	David Seligman, P.C.	3.30	Telephone conferences and correspond with K&E team re exit financing and corporate transactional matters.
7/11/17	Andres C Mena, P.C.	2.00	Correspond with comapny re letter of credit facility issues (.5); coordinate with Rothschild re various financing structure issues (.8); correspond with M. Adler re letter of credit facility closing (.7).
7/11/17	Paul Zier	3.40	Telephone conference with K&E team and Ropes re rights offering procedures (1.0); review and comment on revised notes offering procedures (2.4).
7/11/17	Steven Serajeddini	2.80	Correspond with K&E team, syndication agent re rights offering, transition issues (1.9); review and analyze same (.9).
7/11/17	David Zobell	.90	Correspond with K&E team re rights offering mechanics.
7/11/17	Jared Kelly	1.70	Correspond with K&E team re exit financing (1.0); review procedures and comments from the working group re same (.4); correspond with same with re same (.3).
7/11/17	Christopher Hayes	2.80	Review, comment on subscription forms, offering materials (.6); telephone conferences and correspond with K&E team, bondholder advisors re same (.9); review, comment on draft offering procedures motion (1.3).
7/11/17	Allyson Smith	6.80	Research and analyze notes offering precedent (1.2); telephone conference with Ropes and K&E team re notes offering procedures (1.1); revise notes offering motion and correspond with C. Hayes re same (2.7); review, revise notes offering procedures and forms (1.8).
7/11/17	Nathan Jimenez	1.00	Telephone conference with comapny re notes offering procedures.
7/11/17	Anthony C Abate	.20	Research precedent re rights offering.

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/11/17	Mark Adler	1.70	Research arranger fees and funding matters (.7); coordinate closing matters for order entry (1.0).
7/12/17	David Seligman, P.C.	3.80	Develop strategies and tactics re chapter 11 restructuring strategies, exit financing and corporate transactional matters.
7/12/17	Andres C Mena, P.C.	.80	Correspond with M. Adler re letter of credit facility closing (.4); telephone conference with comapny re same (.4).
7/12/17	Christopher Hayes	8.00	Review, comment on revised offering procedures (2.1); review, analyze precedent re same (1.8); telephone conferences with K&E team, bondholder advisors, Epiq re same (3.2); correspond with K&E team re same (.9).
7/12/17	Allyson Smith	3.70	Correspond with C. Hayes re notes offering and revise re same (1.0); research precedent re same (.4); review, revise notes offering motion, procedures and forms (2.3).
7/12/17	Nathan Jimenez	.30	Review and analyze notes offering procedures and forms.
7/12/17	Mark Adler	1.40	Review and analyze closing and funding matters re letter of credit facility.
7/13/17	Andres C Mena, P.C.	3.00	Review and analyze multiple letter of credit facility issues (1.5); correspond with M. Adler and K&E team re same (1.0); correspond with comapny re letter of credit facility-rollover issues (.5).
7/13/17	Maureen McCarthy	.60	Finalize and prepare for filing the notes offering procedures motion.
7/13/17	Paul Zier	3.10	Correspond with K&E team re rights offering (.6); review and analyze issues re same (.8); telephone conference with K&E team re same (.5); review and comment on revised rights offering procedures (1.2).

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/13/17	Steven Serajeddini	2.50	Correspond with K&E team, syndication agent re rights offering, transition issues (1.3); review and analyze same (1.2).
7/13/17	Walter B Winger	.60	Review, analyze rights offering procedures matters (.4); correspond with K&E team, other professionals re same (.2).
7/13/17	Jared Kelly	.80	Review and analyze disclosure in procedures re escrow mechanics.
7/13/17	Christopher Hayes	8.80	Review, analyze bondholder advisor comments to rights offering procedures motion (.7); review, revise same (1.8); telephone conference and correspond with K&E team, advisors, arranger re offering procedures (.9); review and revise same (2.1); correspond with K&E team re same (.7); review, revise offering forms (1.9); review and finalize notes offering procedures and motion for filing (.4); coordinate filing and service of same (.3).
7/13/17	Allyson Smith	4.10	Review, revise notes offering motion, procedures, and forms (3.1); correspond with C. Hayes re same (.8); prepare for filing re same (.2).
7/13/17	Mark Adler	3.60	Draft and analyze closing documents and timing re Citi letter of credit facility.
7/13/17	Michael L Cerankowski	.50	Review and revise letter of credit facility agreement (.2); revise, compile opinion re same (.3).
7/14/17	Andres C Mena, P.C.	.50	Review and analyze financing issues (.2); correspond with S. Serajeddini re same (.3).
7/14/17	Mark Adler	2.70	Finalize, coordinate and release letter of credit facility documents and deliverables.



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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/14/17	Michael L Cerankowski	3.00	Revise and execute opinion and coordinate re letter of credit facility (1.0); coordinate closing of letter of credit facility agreements and ancillary documents (2.0).
7/16/17	Steven Serajeddini	1.10	Correspond with K&E team re rights offering issues (.6); review and analyze same (.5).
7/16/17	Walter B Winger	.40	Review, analyze letter of credit facility issues (.2); correspond with K&E team re same (.2).
7/17/17	David Seligman, P.C.	1.30	Conferences with K&E team and company and advisors re exit financing matters.
7/17/17	Andres C Mena, P.C.	2.50	Prepare for and participate in telephone conference with K&E team re financing matters (1.0); analyze letter of credit facility rollovers and related financing issues (1.5).
7/17/17	Paul Zier	3.00	Participate in telephone conference with K&E team re financing matters (.7); prepare for same (.3); correspond with K&E team re same (.9); review and analyze RSA re same (1.1).
7/17/17	Steven Serajeddini	2.60	Correspond with K&E team, opposing counsel re plan, rights offerings issues (1.9); review and analyze same (.7).
7/17/17	Jared Kelly	1.00	Prepare for and participate in telephone conference with K&E team re financing matters.
7/17/17	Christopher Hayes	4.30	Prepare for and participate in telephone conference with K&E team re financing matters (1.1); review and analyze strawman re same (3.2).
7/17/17	Mark Adler	1.20	Prepare for and participate in telephone conference with K&E team re financing matters.
7/17/17	Shubi Arora, P.C.	1.30	Prepare for and participate in telephone conference with K&E team re financing matters.

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/17/17	Kim Hicks	.70	Prepare for and participate in telephone conference with K&E team re financing matters.
7/18/17	David Seligman, P.C.	1.70	Telephone conferences with comapny and team re exit financing matters and strategic transactions.
7/18/17	Andres C Mena, P.C.	5.00	Telephone conference with K&E team, Ropes, Ducera and McKinsey re rights offering issues (1.0); draft and revise term sheet re same (4.0).
7/18/17	Paul Zier	1.00	Telephone conference with K&E team, Ropes, Ducera and McKinsey re rights offering issues.
7/18/17	Steven Serajeddini	1.10	Correspond with K&E team, opposing counsel re rights offerings issues (.6); review and analyze same (.5).
7/18/17	Alyssa B Russell	.30	Telephone conference with K&E team, Ropes, Ducera and McKinsey re rights offering issues.
7/18/17	Jared Kelly	1.00	Telephone conference with K&E team, Ropes, Ducera and McKinsey re rights offering issues.
7/18/17	Christopher Hayes	3.20	Correspond with D. Seligman re rights offering (.2); correspond with K&E team, creditor advisors re same (.4); follow-up re same (.4); review, analyze RSA re rights offering considerations (1.2); correspond with B. Winger re same (.5); telephone conference with bondholder advisors re same (.3); follow-up telephone conference with Ropes re same (.2).
7/18/17	Allyson Smith	1.00	Telephone conference with K&E team, Ropes, Ducera and McKinsey re rights offering issues.
7/18/17	Emmeline Hateley	.50	Correspond with M. Adler re financing term sheet.

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GenOn Energy, Inc.

17 - DIP, Cash Collateral, Exit Financing

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/18/17	Mark Adler	.50	Analyze materials re financing term sheet.
7/18/17	Michael L Cerankowski	.50	Review, analyze materials re financing term sheet.
7/19/17	David Seligman, P.C.	1.30	Telephone conferences with investment bank and K&E team re exit financing matters and conduct follow up re same.
7/19/17	Andres C Mena, P.C.	.50	Correspond with K&E team re financing structure issues.
7/19/17	Paul Zier	3.10	Telephone conference with K&E team re financing (.5); telephone conference with bank and it's counsel re exit financing process (1.0); correspond with K&E team re same (.8); analyze DTC procedures and process re same (.8).
7/19/17	Christopher Hayes	1.20	Correspond with K&E team re notes offering (.4); telephone conference with Rothschild re same (.2); correspond with D. Seligman re same (.2); telephone conference with K&E team, arranger counsel re offering procedures (.4).
7/19/17	Emmeline Hateley	.50	Draft and revise exit financing term sheet.
7/20/17	David Seligman, P.C.	2.10	Multiple telephone conferences and correspond with investment bank, Rothschild and comapny re exit financing strategies.
7/20/17	Paul Zier	1.30	Review and analyze release (.3); correspond with K&E team re same (.4); correspond with K&E team re exit financing (.6).
7/20/17	Steven Serajeddini	2.10	Prepare for and participate in telephone conference with arranger, K&E team, bondholder advisors re rights offering, exit financing process (1.5); review and analyze same (.6).

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

17 - DIP, Cash Collateral, Exit Financing

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/20/17	David Zobell	1.00	Prepare for and participate in telephone conference with arranger, K&E team, bondholder advisors re rights offering, exit financing process.
7/20/17	Jared Kelly	1.00	Prepare for and participate in telephone conference with arranger, K&E team, bondholder advisors re rights offering, exit financing process.
7/20/17	Christopher Hayes	4.20	Telephone conference with Rothschild re rights offering (.3); correspond with D. Seligman re same (.3); correspond with K&E team re same (2.1); correspond with P. Zier re same (.4); prepare for and participate in telephone conference with arranger, K&E team, bondholder advisors re rights offering, exit financing process (1.1).
7/20/17	Emmeline Hateley	2.30	Draft and revise term sheet re exit financing (1.3); prepare for and participate in telephone conference with arranger, K&E team, bondholder advisors re rights offering, exit financing process (1.0).
7/20/17	Mark Adler	5.00	Prepare for and participate in telephone conference with arranger, K&E team, bondholder advisors re rights offering, exit financing process (1.0) draft and revise exit financing term sheet (3.0); review and analyze related matters (1.0).
7/21/17	David Seligman, P.C.	1.40	Telephone conferences and correspond with Credit Suisse and company re exit financing matters.
7/21/17	Andres C Mena, P.C.	1.30	Correspond with K&E team re financing open issues (.5); prepare for and participate in telephone conferences with K&E team, bank, comapny re exit financing considerations, strategy (.8).
7/21/17	Alyssa B Russell	2.20	Correspond with K&E team re precedent re arranger terms (.1); research re same (2.1).

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

17 - DIP, Cash Collateral, Exit Financing

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/21/17	Christopher Hayes	3.00	Telephone conference with K&E team re payment considerations re credit facility (.3); correspond with A. Gibbons re exit financing considerations (.6); telephone conferences with K&E team, banks, company re exit financing considerations, strategy (1.0); follow-up research re same (.7); telephone conference with arranger, K&E team, company re exit financing, rights offering considerations (.4).
7/21/17	Mark Adler	4.20	Review and revise exit term sheet (3.2); telephone conferences with K&E team, banks, company re exit financing considerations, strategy (1.0).
7/22/17	Alyssa B Russell	2.60	Research re arranger fees (2.1); correspond with C. Hayes re same (.5).
7/23/17	Maureen McCarthy	1.20	Search and distribute precedent re motion to approve fee letter, commitment letter re exit financing.
7/23/17	Alyssa B Russell	2.20	Research re requirements re payment of fees and indemnity obligations (2.0); correspond with C. Hayes re same (.2).
7/23/17	Christopher Hayes	2.50	Telephone conference with CS counsel re exit financing considerations (.4); correspond with K&E team and conduct follow up re same (.9); review, analyze offering procedures and revisions re same (.7); research precedent re same (.5).
7/23/17	Emmeline Hateley	2.50	Draft and revise term sheet re exit financing.
7/23/17	Mark Adler	1.20	Review and revise exit term sheet.
7/24/17	David Seligman, P.C.	2.90	Review and revise chapter 11 diligence materials re exit financing (.8); telephone conferences and correspond with K&E team re exit financing and strategic transactions (2.1).

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

17 - DIP, Cash Collateral, Exit Financing

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/24/17	Andres C Mena, P.C.	2.50	Review and revise financing term sheet (2.0); correspond with M. Adler re drafting issues (.5).
7/24/17	Steven Serajeddini	1.10	Correspond with K&E working group re rights offering issues (.8); review and analyze same (.3).
7/24/17	Alyssa B Russell	3.80	Review, analyze precedent re arranger fee (1.0); correspond with C. Hayes re same (.2); draft material re same (2.6).
7/24/17	Christopher Hayes	4.60	Correspond and telephone conference with banks re rights offering considerations (.9); telephone conferences with K&E debt finance, capital markets re same (.8); correspond with K&E team re same (1.0); telephone conference with Epiq re same (.4); telephone conference with Rothschild re same, plan language (.3); correspond with W. Winger re same (.9); correspond with D. Seligman re same, deal considerations (.3).
7/24/17	Ryan Besaw	1.40	Draft motion approving exit financing commitment letter (.8); draft declaration re same (.3); search and distribute 363(b) motion precedent (.3).
7/24/17	Emmeline Hateley	.60	Revise term sheet re exit financing.
7/24/17	Mark Adler	3.00	Draft and analyze exit term sheet and revised order.
7/25/17	Andres C Mena, P.C.	3.80	Prepare for and participate in telephone conferences with K&E and company re financing term sheet (2.8); correspond with McKinsey re same (1.0).
7/25/17	Jared Kelly	2.70	Draft and revise term sheet (.4); review indenture and offering circular re same (1.8); correspond with K&E team re same (.5).

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

17 - DIP, Cash Collateral, Exit Financing

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/25/17	Christopher Hayes	.50	Correspond with P. Zier re financing considerations (.3); correspond with K&E team re same (.2).
7/25/17	Emmeline Hateley	2.50	Draft and revise term sheet re exit financing.
7/25/17	Mark Adler	4.50	Draft and revise exit financing term sheet.
7/26/17	Jared Kelly	1.80	Correspond with K&E team re exit financing (.8); draft and revise term sheet re exit financing (1.0).
7/26/17	Emmeline Hateley	.50	Prepare for and participate in telephone conference with K&E team re work stream updates.
7/26/17	Mark Adler	1.10	Prepare for and participate in telephone conferences with K&E team re financing work stream updates.
7/27/17	Andres C Mena, P.C.	.50	Prepare for and participate in telephone conference with K&E team re financing work stream updates.
7/27/17	Kim Hicks	.70	Review and analyze bank engagement letter (.5); correspond with K&E team re same (.2).
7/28/17	Shubi Arora, P.C.	1.70	Telephone conferences with K&E team and banks re M&A process and related matters (1.0); correspond and conference with K&E team re due diligence matters (.7).
7/28/17	Kim Hicks	3.50	Telephone conferences with K&E team and banks re M&A process and related matters (1.0); correspond with K&E team re diligence process (.5); review and analyze background materials re same (1.0); correspond with McKinsey re existing contract diligence (1.0).
7/28/17	Jeannie B Poland	1.00	Review, revise bank fee proposal.

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

17 - DIP, Cash Collateral, Exit Financing

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/29/17	Kim Hicks	1.10	Conference with McKinsey and K&E re contract diligence (.5); review, analyze background filings re same (.5); correspond with B. Winger re diligence and status (.1).
7/30/17	Patrick J Samper	3.20	Review and revise working group list (2.0); review, analyze capital structure chart, key contracts database re diligence process (1.2).
7/30/17	Samuel C Peca	2.20	Draft, revise working group list (.5); review, analyze precedent diligence request lists (1.0); review, analyze background material re M&A process (.7).
7/31/17	Samuel C Peca	5.50	Correspond with K&E team re diligence matters (.5); prepare amended and restated NDA re same (2.5); review, analyze confidentiality agreement (.5); telephone conference with Rothschild re diligence (.5); telephone conference with Epiq re same (.5); telephone conference with NRG and GenOn re same (1.0).
		445.20	TOTAL HOURS



# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle Street  
Chicago, Illinois 60654

FEIN 36-1326630

September 1, 2017

GenOn Energy, Inc.  
211 Carnegie Center  
Princeton, NJ 08540

Attention: Brian Curci

**Invoice Number: 5161136**  
**Client Matter: 26173-18**

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## In the matter of Employee Issues

For legal services rendered through July 31, 2017 (see attached Description of Legal Services for detail)	\$ 93,853.00
For expenses incurred through July 31, 2017 (see attached Description of Expenses for detail)	<u>\$ .00</u>
Total legal services rendered and expenses incurred	\$ 93,853.00

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

18 - Employee Issues

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Anthony C Abate	.40	240.00	96.00
Jack N Bernstein	56.20	1,195.00	67,159.00
Adria Crowe	1.30	645.00	838.50
Jeremy Evans	1.10	735.00	808.50
Jeremy Evans	1.50	835.00	1,252.50
AnnElyse Gibbons	1.30	835.00	1,085.50
AnnElyse Gibbons	1.70	905.00	1,538.50
Christopher Hayes	3.50	905.00	3,167.50
Edward B Holzwanger	1.70	1,015.00	1,725.50
Daniel Latona	1.70	645.00	1,096.50
Jeffrey S Quinn	1.50	1,195.00	1,792.50
Allyson Smith	1.10	645.00	709.50
Scott Vail	7.80	555.00	4,329.00
Scott Vail	11.10	645.00	7,159.50
Walter B Winger	1.10	995.00	1,094.50
<b>TOTALS</b>	<b>93.00</b>		<b>\$ 93,853.00</b>

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

18 - Employee Issues

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
6/14/17	Jack N Bernstein	3.50	Review, analyze pension and related issues (2.5); correspond with K&E team and company re same (1.0).
6/14/17	Jeffrey S Quinn	1.50	Review and analyze plan documents (.5); draft and revise issues list re same (1.0).
6/15/17	Jack N Bernstein	3.00	Review and analyze employee and pension issues (2.0); correspond with K&E team and company re same (1.0).
6/16/17	Jack N Bernstein	1.50	Review and analyze employee transition issues (1.0); correspond with K&E team re same (.5).
6/16/17	AnnElyse Gibbons	1.30	Correspond with company re next steps for employees and wages (.8); review and revise communications materials re same (.5).
6/19/17	Jack N Bernstein	2.50	Review, analyze OPEB and pension issues (1.5); correspond with company re same (.5); telephone conferences with company re same (.5).
6/20/17	Jack N Bernstein	3.50	Review and revise draft term sheet re employee issues (1.5); analyze pension issues re same (1.0); correspond with K&E team and company re same (1.0).
6/21/17	Jack N Bernstein	2.00	Review and analyze employee and employee benefit plan transition issues (1.5); correspond with company re same (.5).
6/21/17	Adria Crowe	.50	Review, analyze Ropes request list re employee-related diligence (.2); review and analyze diligence re same (.3).

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

18 - Employee Issues

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/21/17	Scott Vail	7.80	Review, analyze Ropes diligence request list (.5); perform search re benefits structure (.9) review audit reports re same (1.0); review and analyze re NRG pension plans (1.5); review and analyze health and welfare plans (1.1); review and analyze severance plans (.5); review and analyze change-in-control and incentive compensation plans (.5); review and analyze funding and administrative agreements re same (.8); draft supplemental request list re same (1.0).
6/22/17	Adria Crowe	.80	Review, analyze Ropes and Gray request list re employee-related documentation (.3); review, analyze diligence re same (.3); correspond with Rothschild re same (.2).
6/23/17	Jack N Bernstein	2.20	Review, analyze OPEB and pension issues (1.5); correspond with company re same (.7).
6/23/17	Jeremy Evans	.90	Review and revise employee inquiry talking points re chapter 11 filing.
6/26/17	Jeremy Evans	.20	Review and revise GenOn employee FAQs.
6/28/17	Jack N Bernstein	3.00	Review and analyze pension and related issues (2.5); correspond with company re same (.5).
6/30/17	Jack N Bernstein	2.50	Review and analyze OPEB issues (2.0); correspond with K&E team re same (.5).
7/02/17	Jeremy Evans	1.50	Review, revise employee FAQs.
7/05/17	Jack N Bernstein	2.50	Correspond with company re pension issues (1.0); review and analyze same (1.5).
7/05/17	Daniel Latona	.20	Correspond with K&E team re employee issues.
7/06/17	Jack N Bernstein	2.00	Review and analyze pension and OPEB issues (1.5); correspond with K&E team re same (.5).
7/07/17	Jack N Bernstein	3.00	Prepare draft pension documents (2.5); correspond with K&E team re same (.5).

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

18 - Employee Issues

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/07/17	AnnElyse Gibbons	1.10	Revise employee communication materials (.7); correspond with company re same (.4).
7/11/17	Jack N Bernstein	2.00	Review and analyze pension and OPEB issues (1.5); correspond with K&E team and company re same (.5).
7/12/17	Jack N Bernstein	1.50	Review, analyze employee transition issues (.5); telephone conferences with company re same (.5); correspond with K&E team re same (.5).
7/13/17	Christopher Hayes	.40	Telephone conference with K&E team re benefits separation workstreams.
7/13/17	Scott Vail	1.80	Telephone conference with K&E team re benefits separation workstreams (.4); review and revise term sheet re same (.6); research precedent indemnity language re same (.5); draft and revise pension indemnity agreement (.3).
7/13/17	Daniel Latona	.10	Correspond with K&E team re employee benefits issues.
7/14/17	Jack N Bernstein	2.50	Review and analyze pension and related issues (1.5); correspond with K&E team re same (1.0).
7/14/17	Daniel Latona	.20	Correspond with K&E team re AETNA request.
7/17/17	Jack N Bernstein	3.00	Review and analyze pension transition issues (2.5); correspond with K&E team re same (.5).
7/17/17	Edward B Holzwanger	.30	Correspond with B. Winger re collective bargaining agreements.
7/17/17	Daniel Latona	1.10	Review, analyze diligence re CBAs and circulate same.

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

18 - Employee Issues

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/18/17	Jack N Bernstein	2.50	Review, analyze employee benefit plan issues (1.5); telephone conference with company re same (.5); correspond with K&E team re same (.5).
7/18/17	Scott Vail	1.00	Telephone conference with company, K&E team re benefits separation matters (.5); compile and review diligence re same (.5).
7/18/17	Daniel Latona	.10	Correspond with B. Winger and C. Hayes re wages order, and review, analyze same.
7/19/17	Edward B Holzwanger	1.40	Review and analyze collective bargaining agreements (1.2); correspond with K&E team re benefit issues (.2).
7/19/17	Walter B Winger	.40	Telephone conference with company, K&E team re benefits separation matters (.3); review, analyze same (.1).
7/20/17	Jack N Bernstein	2.00	Review and analyze OPEB and related issues (1.0); telephone conferences with company re same (.5); correspond with K&E team re same (.5).
7/24/17	Walter B Winger	.70	Review, analyze union diligence request (.3); participate in telephone conference with company, K&E team re same (.4).
7/24/17	AnnElyse Gibbons	.60	Prepare for and participate in telephone conference with company re union diligence request.
7/24/17	Scott Vail	1.80	Review and analyze term sheet re benefit issues (1.0); draft and revise pension indemnity agreement (.8).
7/25/17	Jack N Bernstein	3.50	Review and analyze pension issues (2.5); correspond with K&E team re same (.5); telephone conferences with McKinsey re same (.5).

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

18 - Employee Issues

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/25/17	Scott Vail	2.50	Telephone conference with company re separation plan (.5); draft and revise issues list re same (2.0).
7/26/17	Scott Vail	2.50	Draft and revise pension indemnity agreement (1.5); review and analyze term sheet re same (1.0).
7/27/17	Jack N Bernstein	5.00	Review and analyze employee benefit issues (2.5); draft and revise settlement documents re same (1.5); correspond with K&E team re same re same (.5); telephone conference with company, K&E team re compensation matters (.5).
7/27/17	Christopher Hayes	.50	Telephone conference with company, K&E team re compensation matters.
7/27/17	Scott Vail	1.00	Telephone conference with NRG, GenOn, and others re benefits separation (.8); correspond with K&E team re same (.2).
7/28/17	Christopher Hayes	2.60	Review, analyze diligence materials (.5); correspond with company, consultant, K&E team re same (.3); telephone conference with consultant re same (.5); draft compensation proposal re same (.2); correspond with S. Serajeddini re same (.3); telephone conference with company, compensation consultant re same (.2); follow-up telephone conference with company, K&E team re same (.4); conduct follow-up re same (.2).
7/31/17	Jack N Bernstein	3.00	Review, analyze pension and employee benefit issues (2.0); prepare correspondences re same (.5); telephone conferences re same (.5).
7/31/17	Allyson Smith	1.10	Review, analyze precedent re KEIP motion.
7/31/17	Anthony C Abate	.40	Search for and distribute precedent SDTX KEIP motions.

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

18 - Employee Issues

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/31/17	Scott Vail	.50	Telephone conference with company, K&E team re new benefit plans.
		93.00	TOTAL HOURS



# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle Street  
Chicago, Illinois 60654

FEIN 36-1326630

September 1, 2017

GenOn Energy, Inc.  
211 Carnegie Center  
Princeton, NJ 08540

Attention: Brian Curci

**Invoice Number: 5161137**  
**Client Matter: 26173-19**

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**In the matter of Insurance and Related Matters**

For legal services rendered through July 31, 2017  
(see attached Description of Legal Services for detail) \$ 14,965.50

For expenses incurred through July 31, 2017  
(see attached Description of Expenses for detail) \$ .00

Total legal services rendered and expenses incurred \$ 14,965.50

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

19 - Insurance and Related Matters

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
AnnElyse Gibbons	.90	905.00	814.50
Christopher Hayes	1.20	835.00	1,002.00
Daniel Latona	.70	555.00	388.50
Daniel Latona	3.30	645.00	2,128.50
Maureen McCarthy	5.40	390.00	2,106.00
William T Pruitt	8.40	1,015.00	8,526.00
<b>TOTALS</b>	<b>19.90</b>		<b>\$ 14,965.50</b>

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

19 - Insurance and Related Matters

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
6/14/17	Maureen McCarthy	1.60	Finalize and file insurance motion (.8); finalize and file surety bond motion (.8).
6/19/17	William T Pruitt	1.00	Review, analyze insurance policy (.8); correspond with S. Serajeddini re same (.1); correspond with company re same (.1).
6/19/17	Christopher Hayes	.20	Correspond with K&E team re D&O insurance.
6/20/17	William T Pruitt	1.30	Review, analyze D&O insurance policy (.6); telephone conference with C. Hayes re same (.2); review and analyze proposed definitions (.3); review and analyze insurance policy endorsements (.2).
6/20/17	Christopher Hayes	.40	Telephone conference with W. Pruitt re D&O language (.2); correspond with W. Pruitt re same (.2).
6/21/17	William T Pruitt	1.80	Review and analyze proposed endorsements to D&O policy (.7); review and revise definitions re same (.3); revise and redline proposed policy endorsement (.6); correspond with K&E team re same (.2).
6/21/17	Christopher Hayes	.10	Correspond with K&E team re D&O insurance.
6/22/17	William T Pruitt	.60	Correspond with S. Serajeddini and C. Hayes re D&O policy endorsement (.3); telephone conference with C. Hayes re same (.3).
6/22/17	Christopher Hayes	.30	Telephone conference with W. Pruitt re D&O insurance considerations.
6/23/17	Daniel Latona	.30	Telephone conference with Liberty Mutual re surety bonds.
6/26/17	William T Pruitt	.50	Review, analyze D&O insurance endorsement.

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

19 - Insurance and Related Matters

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/27/17	William T Pruitt	.90	Review and revise draft endorsement to GenOn policy (.8); circulate same to S. Serajeddini and C. Hayes (.1).
6/28/17	William T Pruitt	.80	Review, analyze revised D&O endorsement (.5); correspond with S. Serajeddini and C. Hayes re same (.2); forward revised endorsement to company (.1).
6/28/17	Maureen McCarthy	.80	Draft notices of revised proposed final orders re insurance motion and surety bond motion.
6/28/17	Christopher Hayes	.20	Correspond with W. Pruitt re D&O insurance.
6/28/17	Daniel Latona	.40	Review, revise insurance and surety final orders.
7/02/17	Daniel Latona	.20	Review, analyze proposed revisions to final insurance order and correspond with K&E team re same.
7/05/17	William T Pruitt	.70	Analyze and review re D&O matters (.4); correspond with D. Latona re same (.3).
7/05/17	Daniel Latona	2.20	Review, analyze proposed insurance order language (.7); telephone conference with K&E team re same (.3); telephone conference with A. Gibbons re same (.3); telephone conference with stakeholder re proposed insurance order language (.5); revise insurance order (.4).
7/06/17	Daniel Latona	.30	Revise final insurance order (.2); correspond with K&E team re same (.1).
7/10/17	William T Pruitt	.40	Review and analyze insurance issues (.2); telephone conference with A. Gibbons re same (.2).
7/10/17	AnnElyse Gibbons	.90	Telephone conference with counsel for insurance carrier re revisions to insurance motion (.4); revise insurance motion re same (.5).

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

19 - Insurance and Related Matters

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/10/17	Daniel Latona	.60	Correspond with K&E team re surety bond issues (.2); revise final insurance order and correspond with K&E team re same (.4).
7/11/17	William T Pruitt	.40	Review and analyze policies re insurance issues (.2); correspond with A. Gibbons re same (.2).
7/13/17	Maureen McCarthy	1.80	Finalize and prepare for filing the revised proposed final order and redline re the surety bond motion (.9); finalize and prepare for filing the revised proposed final order and redline re the insurance motion (.9).
7/21/17	Maureen McCarthy	1.20	Research and distribute precedent re insurance issues.
		19.90	TOTAL HOURS

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle Street  
Chicago, Illinois 60654

FEIN 36-1326630

September 1, 2017

GenOn Energy, Inc.  
211 Carnegie Center  
Princeton, NJ 08540

Attention: Brian Curci

**Invoice Number: 5161138**  
**Client Matter: 26173-20**

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## In the matter of Regulatory Issues

For legal services rendered through July 31, 2017 (see attached Description of Legal Services for detail)	\$ 38,845.00
For expenses incurred through July 31, 2017 (see attached Description of Expenses for detail)	<u>          \$ .00</u>
Total legal services rendered and expenses incurred	\$ 38,845.00

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

20 - Regulatory Issues

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Stefanie I Gitler	.20	995.00	199.00
Christopher Hayes	2.80	835.00	2,338.00
Christopher Hayes	15.90	905.00	14,389.50
Ellen M Jakovic	10.70	1,155.00	12,358.50
Carleigh T Rodriguez	.20	835.00	167.00
Alyssa B Russell	1.20	645.00	774.00
Alyssa B Russell	2.30	735.00	1,690.50
Michael Saretsky	.50	735.00	367.50
Mollie Tuomisto	.30	350.00	105.00
Walter B Winger	5.60	995.00	5,572.00
Kurt J Wunderlich	1.30	680.00	884.00
<b>TOTALS</b>	<b>41.00</b>		<b>\$ 38,845.00</b>

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

20 - Regulatory Issues

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
6/14/17	Carleigh T Rodriguez	.20	Telephone conference with K&E environmental team re environmental due diligence (.1); review and exchange correspondence re same (.1).
6/14/17	Michael Saretsky	.50	Prepare updates to environmental diligence outline (.2); participate in telephone conference with K&E team re same (.2); coordinate environmental diligence with K&E team (.1).
6/19/17	Alyssa B Russell	.50	Telephone conference with K&E team, K&S, and company re FERC requirements for plan approval.
6/20/17	Ellen M Jakovic	.80	Telephone conference with C. Hayes re transaction background, HSR analysis and timeline.
6/20/17	Stefanie I Gitler	.20	Correspond with McKinsey re environmental data room.
6/20/17	Christopher Hayes	.80	Telephone conference with E. Jakovic re antitrust considerations (.7); correspond with bondholder advisors re same (.1).
6/21/17	Kurt J Wunderlich	.10	Telephone conference with E. Jakovic re Hart-Scott-Rodino filing analysis.
6/21/17	Ellen M Jakovic	.80	Telephone conference with K. Wunderlich re transaction, HSR analysis (.6); correspond with Ropes re same (.2).
6/21/17	Christopher Hayes	.30	Correspond with S. Serajeddini, K&S re FERC approval process.
6/22/17	Kurt J Wunderlich	.20	Correspond with K&E team re Hart-Scott-Rodino filing analysis.



Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

20 - Regulatory Issues

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/22/17	Ellen M Jakovic	2.80	Analyze GenOn 10-K, 8-K re background and diligence (2.0); correspond with K. Wunderlich, M. Tuomisto re same, HSR filing (.5); correspond with C. Hayes re same (.3).
6/22/17	Alyssa B Russell	.20	Review, analyze correspondence re regulatory approval requirements for plan.
6/22/17	Christopher Hayes	1.70	Review, summarize FERC requirements and correspond with K&E team, regulatory counsel, client re same (1.0); telephone conference and correspond with K&E team, regulatory counsel re FERC status (.7).
6/23/17	Alyssa B Russell	.50	Telephone conference with K&E teams and regulatory counsel re FERC approval requirements and deal structure.
6/27/17	Ellen M Jakovic	.80	Draft preliminary HSR timeline.
6/28/17	Ellen M Jakovic	1.50	Review, analyze 8-K, consent agreement re HSR timeline.
6/29/17	Kurt J Wunderlich	.10	Correspond with client re Hart-Scott-Rodino filing analysis.
6/29/17	Ellen M Jakovic	.30	Correspond with K. Wunderlich re status inquiry from client.
7/10/17	Ellen M Jakovic	.30	Coordinate with Ropes re HSR analysis.
7/10/17	Mollie Tuomisto	.30	Correspond with K. Wunderlich and E. Jakovic re HSR filing analysis.
7/10/17	Alyssa B Russell	.20	Correspond with K&E team, regulatory counsel, and company re draft FERC application.
7/10/17	Christopher Hayes	.90	Correspond with K&S, K&E team re FERC process (.2); review, comment on draft FERC application (.7).

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

20 - Regulatory Issues

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/11/17	Walter B Winger	.90	Review, analyze FERC issues (.6); participate in telephone conference with company re same (.3).
7/11/17	Alyssa B Russell	1.70	Telephone conference with K&E team, regulatory counsel and the company re FERC application (1.2); review, analyze comments to same (.5).
7/11/17	Christopher Hayes	2.70	Telephone conferences and correspondence with FERC counsel, K&E team re regulatory considerations (1.6); conduct follow-up re same (.7); review, comment on draft FERC application (.4).
7/12/17	Ellen M Jakovic	.20	Review and analyze HSR diligence materials.
7/12/17	Alyssa B Russell	.20	Review, analyze correspondence re revised FERC application and issues re same.
7/13/17	Alyssa B Russell	.10	Review, analyze correspondence re revised FERC application.
7/14/17	Alyssa B Russell	.10	Review, analyze correspondence re FERC application.
7/14/17	Christopher Hayes	.90	Review, comment on revised FERC application (.6); telephone conference with FERC counsel re same (.2); correspond with bondholder counsel re same (.1).
7/17/17	Christopher Hayes	.40	Telephone conference with company re FERC meeting (.2); correspond with K&E team re follow-up re same (.2).
7/18/17	Christopher Hayes	.40	Telephone conference and correspond with K&E team co-counsel, client re FERC issues.
7/19/17	Kurt J Wunderlich	.10	Correspond with client re HSR filing analysis.
7/19/17	Ellen M Jakovic	.30	Coordinate with C. Hayes re HSR analysis.
7/19/17	Christopher Hayes	.40	Correspond with K&E team re FERC meeting.

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

20 - Regulatory Issues

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/20/17	Ellen M Jakovic	1.00	Telephone conferences with B. Winger, M. Kovner re regulatory issue (.5); coordinate with M. Boney re same (.5).
7/20/17	Walter B Winger	4.70	Review, analyze FERC issues (2.9); research diligence materials, secondary sources, precedent re same (1.4); conferences with client, K&E team re same (.4).
7/20/17	Christopher Hayes	.30	Telephone conference and correspond with client re FERC process.
7/21/17	Christopher Hayes	.50	Telephone conference and correspond with K&E team re FERC considerations.
7/24/17	Christopher Hayes	.20	Correspond with K&E team, K&S, opposing counsel re FERC status, updated application.
7/25/17	Christopher Hayes	.50	Telephone conference with D. Tewksbury re FERC issues (.3); correspond with K&E team re same (.2).
7/26/17	Kurt J Wunderlich	.50	Telephone conference with K&E team re closing issues.
7/26/17	Ellen M Jakovic	.80	Telephone conference with K&E team re regulatory issues (.4); coordinate with K. Wunderlich, M. Marks re HSR analysis (.4).
7/26/17	Christopher Hayes	1.30	Correspond with client, K&S re FERC meeting preparations (.3); telephone conference with client, K&S, advisors re FERC pre-meeting and related considerations (.6); conduct follow-up re same (.4).
7/27/17	Kurt J Wunderlich	.20	Telephone conference with M. Marks and R. Muniz-Almeyda and E. Jakovic re HSR filing analysis.
7/27/17	Ellen M Jakovic	.80	Telephone conference with M. Marks re HSR analysis (.2); coordinate with corporate team re same (.6).

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

20 - Regulatory Issues

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/27/17	Christopher Hayes	3.00	Conference with client, bondholder counsel, K&S re preparation for FERC meeting (1.0); conference with FERC re application process (1.0); follow-up conference with client, bondholder counsel, K&S re same, next steps (1.0).
7/28/17	Kurt J Wunderlich	.10	Correspond with C. Madea re HSR filing analysis.
7/28/17	Ellen M Jakovic	.10	Correspond with K. Wunderlich re update for client.
7/28/17	Christopher Hayes	1.40	Correspond with client, K&S, K&E team re regulatory considerations (.3); telephone conference with client, K&S, K&E team re same (.5); telephone conference with FERC counsel re follow up (.6).
7/31/17	Ellen M Jakovic	.20	Coordinate with corporate team re status of HSR analysis.
7/31/17	Christopher Hayes	3.00	Correspond and telephone conference with K&E team re regulatory approvals (.5); telephone conference with NY regulatory counsel re NY approvals (.5); telephone conference with client re FERC application considerations (.5); telephone conference with bondholder advisors, K&S, client re same (1.3); review, comment on revised FERC application (.2).
		41.00	TOTAL HOURS

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle Street  
Chicago, Illinois 60654

FEIN 36-1326630

September 1, 2017

GenOn Energy, Inc.  
211 Carnegie Center  
Princeton, NJ 08540

Attention: Brian Curci

**Invoice Number: 5161139**  
**Client Matter: 26173-21**

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## In the matter of Vendor and Supplier Issues

For legal services rendered through July 31, 2017 (see attached Description of Legal Services for detail)	\$ 34,770.00
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For expenses incurred through July 31, 2017 (see attached Description of Expenses for detail)	<u>          \$ .00</u>
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Total legal services rendered and expenses incurred	\$ 34,770.00
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Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

21 - Vendor and Supplier Issues

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Alexander Burdulia	14.40	555.00	7,992.00
Alexander Burdulia	4.90	645.00	3,160.50
Jeremy Evans	7.70	735.00	5,659.50
Jeremy Evans	.30	835.00	250.50
AnnElyse Gibbons	6.60	835.00	5,511.00
AnnElyse Gibbons	4.30	905.00	3,891.50
Gene Goldmintz	.10	735.00	73.50
Christopher Hayes	3.30	835.00	2,755.50
Christopher Hayes	.20	905.00	181.00
Daniel Latona	2.70	555.00	1,498.50
Daniel Latona	5.10	645.00	3,289.50
Maureen McCarthy	1.30	390.00	507.00
<b>TOTALS</b>	<b>50.90</b>		<b>\$ 34,770.00</b>

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

21 - Vendor and Supplier Issues

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
6/16/17	Daniel Latona	.50	Telephone conference with K&E team, McKinsey and company re vendor communications.
6/16/17	Jeremy Evans	1.20	Telephone conference with K&E team, McKinsey and company re vendor communications (.8); review, revise same (.4).
6/19/17	AnnElyse Gibbons	1.40	Telephone conference with K&E team, McKinsey and company re vendor communications (.5); review, analyze materials re same; (.5); review and revise talking points re same (.4).
6/19/17	Alexander Burdulia	.40	Prepare for and participate in telephone conference with K&E team, McKinsey and client re Supplier Management Committee.
6/19/17	Daniel Latona	.20	Telephone conference with K&E team, McKinsey and company re vendor issues.
6/19/17	Jeremy Evans	.40	Prepare for and participate in telephone conference with K&E team, McKinsey and client re Supplier Management Committee.
6/20/17	Alexander Burdulia	.80	Prepare for and participate in telephone conference with K&E team, McKinsey and company re Supplier Management Committee (.4); correspond with McKinsey team re vendor inquiries (.4).
6/20/17	Daniel Latona	.20	Telephone conference with K&E team, McKinsey and company re vendor issues.
6/20/17	Jeremy Evans	.80	Telephone conference with A. Gibbons, company, and McKinsey re vendor issues (.5); prepare for and participate in telephone conference with K&E team, McKinsey and client re Supplier Management Committee (.3).

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

21 - Vendor and Supplier Issues

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/21/17	AnnElyse Gibbons	1.50	Review and revise vendor diligence materials (.5); review and analyze entered orders re same (.5); correspond with company and McKinsey re same (.5).
6/21/17	Christopher Hayes	.60	Prepare for and attend telephone conference with K&E team, McKinsey and client re Supplier Management Committee (.3); correspond with K&E team re same (.3).
6/21/17	Alexander Burdulia	.40	Prepare for and participate in telephone conference with K&E team, McKinsey and client re Supplier Management Committee.
6/22/17	AnnElyse Gibbons	1.90	Telephone conference with client and McKinsey re vendor issues (.4); review and analyze same (1.5).
6/22/17	Alexander Burdulia	.40	Prepare for and participate in telephone conference with K&E team, McKinsey and client re Supplier Management Committee.
6/22/17	Daniel Latona	.30	Telephone conference with K&E team, McKinsey and company re vendor issues.
6/22/17	Jeremy Evans	.30	Prepare for and participate in telephone conference with K&E team, McKinsey and client re Supplier Management Committee.
6/23/17	AnnElyse Gibbons	1.80	Telephone conference with K&E team, McKinsey and company re supplier and vendor issues (.3); correspond with same re same (1.0); correspond with vendors re same (.5).
6/23/17	Alexander Burdulia	1.20	Prepare for and participate in telephone conference with K&E team, McKinsey and company re Supplier Management Committee (.4); correspond with vendors re notice inquiries (.2); research and analyze re vendor payment issue (.4); correspond with McKinsey re same (.2).



Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

21 - Vendor and Supplier Issues

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/26/17	Alexander Burdulia	2.00	Prepare for and participate in telephone conference with K&E team, McKinsey and client re Supplier Management Committee (.4); correspond with McKinsey re notice inquires (.5); telephone conferences with vendors re same (.3); research and analyze diligence materials re same (.8).
6/26/17	Daniel Latona	.30	Telephone conference with K&E team, McKinsey and company re vendor issues.
6/26/17	Jeremy Evans	.40	Prepare for and participate in telephone conference with K&E team, McKinsey and client re Supplier Management Committee.
6/27/17	Christopher Hayes	1.20	Telephone conference with K&E team, Epiq, McKinsey, and company re vendor issues (.3); correspond with K&E team, McKinsey re same (.2); review and analyze operational inquiries and conduct follow-up re same (.7).
6/27/17	Alexander Burdulia	5.40	Prepare for and participate in telephone conference with K&E team, McKinsey and client re Supplier Management Committee (.4); review and revise lienholders final order (.3); review and analyze precedent re same (1.5); correspond with K&E team re same (.2); correspond with McKinsey re vendor and notice inquiries (.5); conduct research and analysis re same (1.0); telephone conferences with vendors re notice inquiries (.2); review and analyze creditor descriptions and draft analysis re first day motion categorization (1.3).
6/27/17	Daniel Latona	.30	Telephone conference with K&E team, McKinsey and company re vendor issues.
6/27/17	Jeremy Evans	.40	Prepare for and participate in telephone conference with K&E team, McKinsey and client re Supplier Management Committee.
6/28/17	Maureen McCarthy	.40	Draft notice of filing of revised proposed final lienholders order.

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

21 - Vendor and Supplier Issues

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/28/17	Alexander Burdulia	1.00	Prepare for and participate in telephone conference with K&E team, McKinsey and client re Supplier Management Committee (.4); review notice inquiries (.2); correspond with McKinsey re notice inquiries (.2); telephone conferences with vendors re notice inquiries (.2).
6/28/17	Daniel Latona	.30	Telephone conference with K&E team, McKinsey and company re vendor issues.
6/28/17	Jeremy Evans	.50	Prepare for and participate in telephone conference with K&E team, McKinsey and client re Supplier Management Committee.
6/29/17	Christopher Hayes	.60	Correspond with K&E team, McKinsey re vendor issues and conduct follow up re same.
6/29/17	Alexander Burdulia	.90	Prepare for and participate in telephone conference with K&E team, McKinsey and client re Supplier Management Committee (.4); correspond with McKinsey team re vendor inquiries (.3); telephone conferences with vendors re same (.2).
6/29/17	Daniel Latona	.20	Telephone conference with K&E team, McKinsey and company re vendor issues.
6/29/17	Jeremy Evans	1.00	Correspond with C. Hayes, company, and McKinsey re vendor matters.
6/30/17	Christopher Hayes	.90	Correspond with K&E team, client re vendor performance issue and conduct follow-up re same (.6); correspond with K&E team re asset sales (.3).
6/30/17	Alexander Burdulia	1.90	Prepare for and participate in telephone conference with K&E team, McKinsey and client re Supplier Management Committee (.4); review and analyze vendor issues (1.0); draft analysis re same (.5).
6/30/17	Daniel Latona	.40	Telephone conference with K&E team, McKinsey and company re vendor issues.

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

21 - Vendor and Supplier Issues

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/30/17	Jeremy Evans	2.70	Correspond and telephone conferences with company and McKinsey re various vendor matters (1.0); review and analyze issues re same (1.4); telephone conference with vendor re same (.3).
7/03/17	AnnElyse Gibbons	.30	Correspond with vendor re inquiry.
7/03/17	Alexander Burdulia	.10	Correspond with vendor re reclamation issue.
7/05/17	AnnElyse Gibbons	2.60	Correspond with K&E team and McKinsey re open vendor inquiries (.6); telephone conference with company and McKinsey re same (.2); telephone conference with same re schedules (1.0); correspond with client re same (.4); review responses and inquiries re same (.4).
7/05/17	Daniel Latona	.50	Telephone conference with K&E team, McKinsey and company re vendor issues (.2); conference with J. Evans re vendor issues (.3).
7/06/17	AnnElyse Gibbons	.70	Telephone conference with McKinsey and company re vendor inquiries (.4); correspond with same re same (.3).
7/06/17	Alexander Burdulia	.40	Prepare for and participate in telephone conference with K&E team, McKinsey and client re Supplier Management Committee.
7/06/17	Daniel Latona	.20	Telephone conference with K&E team, McKinsey and company re vendor issues.
7/06/17	Jeremy Evans	.30	Prepare for and participate in vendor telephone conference with company.
7/07/17	Alexander Burdulia	.20	Telephone conference with Supplier Management Committee re vendor issues.
7/07/17	Daniel Latona	.20	Telephone conference with Supplier Management Committee re vendor issues.

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

21 - Vendor and Supplier Issues

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/10/17	Alexander Burdulia	.50	Correspond with vendors re inquiries (.2); correspond with McKinsey re same (.2); analyze issues re same (.1).
7/11/17	AnnElyse Gibbons	.70	Correspond with client and McKinsey re vendor questions.
7/11/17	Christopher Hayes	.20	Telephone conference with vendor re noticing question.
7/11/17	Alexander Burdulia	.90	Telephone conference with Supplier Management Committee re vendor issues (.3); correspond with McKinsey re same (.4); telephone conferences with vendors re same (.2).
7/11/17	Daniel Latona	2.50	Telephone conference with Supplier Management Committee re vendor issues (.4); conferences and correspondence with A. Gibbons, J. Evans, and A. Burdulia re reclamation demand (.7); review, analyze case law and secondary sources re same (1.1); telephone conference with K&E team and company re vendor contract (.3).
7/12/17	Daniel Latona	.10	Correspond with J. Evans re open vendor issues.
7/13/17	Maureen McCarthy	.90	Finalize and prepare for filing the revised proposed final order and redline re the lien claimants motion.
7/13/17	Daniel Latona	.40	Telephone conference with Supplier Management Committee re vendor issues (.2); correspond with K&E team re same (.2).
7/17/17	Alexander Burdulia	1.20	Review documentation and analysis re vendor issues (.5); correspond with K&E team and McKinsey re same (.4); correspond with vendors re same (.3).
7/17/17	Daniel Latona	.30	Correspond with K&E team re vendor issues.

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

21 - Vendor and Supplier Issues

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/18/17	Alexander Burdulia	.30	Telephone conference with Supplier Management Committee re vendor issues.
7/18/17	Daniel Latona	.30	Telephone conference with Supplier Management Committee re vendor issues.
7/19/17	Gene Goldmintz	.10	Telephone conference with company and McKinsey re vendor status.
7/20/17	Daniel Latona	.20	Telephone conference with Supplier Management Committee re vendor issues.
7/25/17	Daniel Latona	.20	Telephone conference with Supplier Management Committee re vendor issues.
7/27/17	Daniel Latona	.20	Telephone conference with Supplier Management Committee re vendor issues.
7/31/17	Alexander Burdulia	1.30	Review and analyze administrative claim motion (.2); review documentation re same (.2); correspond with K&E team re same (.2); correspond with McKinsey re same (.1); research and analysis re vendor issues (.4); correspond with McKinsey team re same (.2).
		50.90	TOTAL HOURS

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle Street  
Chicago, Illinois 60654

FEIN 36-1326630

September 1, 2017

GenOn Energy, Inc.  
211 Carnegie Center  
Princeton, NJ 08540

Attention: Brian Curci

**Invoice Number: 5161140**  
**Client Matter: 26173-22**

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**In the matter of Utilities**

For legal services rendered through July 31, 2017  
(see attached Description of Legal Services for detail) \$ 11,415.00

For expenses incurred through July 31, 2017  
(see attached Description of Expenses for detail) \$ .00

Total legal services rendered and expenses incurred \$ 11,415.00

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

22 - Utilities

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
AnnElyse Gibbons	.20	835.00	167.00
AnnElyse Gibbons	2.90	905.00	2,624.50
Christopher Hayes	.30	905.00	271.50
Daniel Latona	1.80	555.00	999.00
Daniel Latona	11.40	645.00	7,353.00
<b>TOTALS</b>	<b>16.60</b>		<b>\$ 11,415.00</b>

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

22 - Utilities

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
6/17/17	AnnElyse Gibbons	.20	Correspond with K&E team re utility motion.
6/20/17	Daniel Latona	.10	Telephone conference with McKinsey re utilities order inquiry.
6/21/17	Daniel Latona	.90	Draft, revise utility talking points (.3); conferences re adequate assurance for utility providers (.3); review, analyze adequate assurance settlements (.3).
6/23/17	Daniel Latona	.20	Telephone conference with McKinsey re utility issues.
6/27/17	Daniel Latona	.20	Telephone conferences and correspondence with client re utilities inquiries.
6/28/17	Daniel Latona	.40	Telephone conferences with K&E team re utilities inquiries.
7/05/17	AnnElyse Gibbons	.40	Telephone conference with K&E team and McKinsey re utilities request analysis.
7/05/17	Daniel Latona	2.60	Review and analyze proposed settlement (.5); telephone conference with K&E team, McKinsey and company re same (.3); draft summary re same (1.6); correspond with K&E team re utilities inquiries (.2).
7/06/17	Daniel Latona	1.10	Review, analyze proposed adequate assurance request and correspondence re same (.2); review, analyze company diligence re proposed adequate assurance request (.4); draft summary re same (.5).
7/07/17	AnnElyse Gibbons	.20	Review, analyze adequate assurance request (.1); correspond with K&E team re same (.1).



Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

22 - Utilities

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/07/17	Daniel Latona	2.20	Review, analyze diligence re utility provider adequate assurance request (.4); telephone conference with A. Gibbons re same (.1); telephone conference with utility provider re adequate assurance request (.1); draft summary re same (.8); correspond with K&E team re same (.3); telephone conference with J. Evans re adequate assurance request (.1); correspond with K&E team re same (.2); telephone conferences with utility providers re same (.2).
7/08/17	AnnElyse Gibbons	.40	Review, analyze adequate assurance requests (.2); correspond with D. Latona re same (.2).
7/08/17	Daniel Latona	.50	Review, analyze adequate assurance request demands and draft responses re same.
7/09/17	AnnElyse Gibbons	.70	Review and correspond with team re adequate assurance requests.
7/10/17	AnnElyse Gibbons	1.20	Correspond with K&E team and McKinsey re adequate assurance requests (.6); review and analyze request re same (.6).
7/10/17	Christopher Hayes	.30	Telephone conference with A. Gibbons re utility requests for adequate assurance and related issues.
7/10/17	Daniel Latona	1.30	Telephone conferences with K&E team re adequate assurance requests (.5); correspond with K&E team re same (.3); draft and revise response re adequate assurance requests (.5).
7/11/17	Daniel Latona	.70	Conferences and correspond with K&E team, McKinsey and counterparty re adequate assurance requests.
7/12/17	Daniel Latona	.40	Conferences and correspond with K&E team, McKinsey and counterparty re adequate assurance requests.

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

22 - Utilities

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/13/17	Daniel Latona	.10	Conferences and correspond with K&E team, McKinsey and counterparty re adequate assurance requests.
7/17/17	Daniel Latona	.50	Conferences and correspond with K&E team, McKinsey and counterparty re adequate assurance requests.
7/18/17	Daniel Latona	.20	Conferences and correspond with K&E team, McKinsey and counterparty re adequate assurance requests.
7/19/17	Daniel Latona	.80	Conferences and correspond with K&E team, McKinsey and counterparty re adequate assurance requests.
7/20/17	Daniel Latona	.10	Conferences and correspond with K&E team, McKinsey and counterparty re adequate assurance requests.
7/22/17	Daniel Latona	.20	Conferences and correspond with K&E team, McKinsey and counterparty re adequate assurance requests.
7/24/17	Daniel Latona	.10	Conferences and correspond with K&E team, McKinsey and counterparty re adequate assurance requests.
7/25/17	Daniel Latona	.20	Conferences and correspond with K&E team, McKinsey and counterparty re adequate assurance requests.
7/28/17	Daniel Latona	.30	Conferences and correspond with K&E team, McKinsey and counterparty re adequate assurance requests.
7/31/17	Daniel Latona	.10	Conferences and correspond with K&E team, McKinsey and counterparty re adequate assurance requests.
		16.60	TOTAL HOURS

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle Street  
Chicago, Illinois 60654

FEIN 36-1326630

September 1, 2017

GenOn Energy, Inc.  
211 Carnegie Center  
Princeton, NJ 08540

Attention: Brian Curci

**Invoice Number: 5161141**  
**Client Matter: 26173-23**

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**In the matter of    Creditor Communications**

For legal services rendered through July 31, 2017  
(see attached Description of Legal Services for detail) \$ 35,051.00

For expenses incurred through July 31, 2017  
(see attached Description of Expenses for detail)           \$ .00

Total legal services rendered and expenses incurred \$ 35,051.00

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

23 - Creditor Communications

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Alexander Burdulia	1.40	645.00	903.00
Julia Foster	3.80	240.00	912.00
Gene Goldmintz	.20	645.00	129.00
Gene Goldmintz	4.50	735.00	3,307.50
Christopher Hayes	.40	905.00	362.00
Daniel Latona	2.20	555.00	1,221.00
Daniel Latona	2.70	645.00	1,741.50
Alyssa B Russell	.20	645.00	129.00
Alyssa B Russell	4.20	735.00	3,087.00
David Seligman, P.C.	15.40	1,410.00	21,714.00
Allyson Smith	1.80	645.00	1,161.00
Daniel J Varn	1.60	240.00	384.00
<b>TOTALS</b>	<b>38.40</b>		<b>\$ 35,051.00</b>

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

23 - Creditor Communications

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
6/19/17	David Seligman, P.C.	.80	Telephone conference with bondholder's counsel re case status inquiries.
6/23/17	Julia Foster	.20	Revise creditor voicemail log.
6/23/17	Daniel Latona	.10	Telephone conference with creditor re inquiry.
6/27/17	David Seligman, P.C.	.80	Telephone conferences and correspondence with ad hoc group professionals and company re creditor diligence and presentation materials.
6/27/17	Alyssa B Russell	.20	Correspond with K&E team re creditor correspondence and outreach re same.
6/27/17	Gene Goldmintz	.20	Telephone conferences with claimants re notices (.1); summarize same (.1).
6/27/17	Daniel Latona	.80	Telephone conferences with creditors re case inquiries.
6/28/17	David Seligman, P.C.	.90	Correspond with K&E team, counsel for ad hoc group and company re creditor diligence.
6/28/17	Daniel Latona	.40	Telephone conferences with creditors re case inquiries.
6/29/17	Daniel Latona	.70	Telephone conferences with creditors re case inquiries.
6/30/17	Daniel Latona	.20	Telephone conferences with creditors re case inquiries.
7/05/17	David Seligman, P.C.	.80	Telephone conferences and correspond with creditors and stakeholders re case status.
7/05/17	Alyssa B Russell	.60	Telephone conferences with creditors re bankruptcy questions (.2); prepare for same (.2); correspond with K&E team re same (.1); update tracking chart re same (.1).

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

23 - Creditor Communications

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/05/17	Daniel J Varn	.30	Review creditor voice mailbox and update log re same.
7/06/17	David Seligman, P.C.	.80	Telephone conferences and correspond with creditors and stakeholders re case status.
7/06/17	Alyssa B Russell	.10	Correspond with K&E team re creditor inquiries.
7/06/17	Alexander Burdulia	.80	Draft letter re proof of claim (.4); research and review precedent re same (.4).
7/06/17	Daniel J Varn	.80	Review creditor voice mailbox and update log re same.
7/06/17	Daniel Latona	.10	Telephone conference with creditor re inquiry.
7/07/17	David Seligman, P.C.	1.20	Telephone conferences and correspond with creditors and stakeholders re case status.
7/07/17	Alyssa B Russell	.20	Correspond with K&E team re creditor inquiries.
7/07/17	Alexander Burdulia	.60	Correspond with K&E team creditor letter (.4); finalize same (.2).
7/07/17	Gene Goldmintz	.30	Telephone conference with claimant re inquiry.
7/07/17	Daniel J Varn	.50	Review creditor voice mailbox and update log re same.
7/07/17	Daniel Latona	.20	Telephone conferences with creditors re inquiries.
7/10/17	Alyssa B Russell	.10	Correspond with K&E team re creditor inquiries.
7/10/17	Julia Foster	.50	Revise creditor voicemail log.
7/10/17	Daniel Latona	.30	Telephone conferences with creditors re inquires (.1); correspond with G. Goldmintz re same (.2).

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

23 - Creditor Communications

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/11/17	Alyssa B Russell	.60	Telephone conference with creditor re inquiry (.2); conduct follow up re same (.4).
7/11/17	Gene Goldmintz	.60	Telephone conference with creditors re inquiries.
7/11/17	Daniel Latona	.50	Telephone conferences with creditors re inquiries.
7/12/17	David Seligman, P.C.	6.10	Prepare for and participate in meeting with creditors and conduct follow up re same.
7/12/17	Alyssa B Russell	.10	Correspond with K&E team re creditor inquiries.
7/12/17	Julia Foster	.40	Revise creditor voicemail log.
7/13/17	Julia Foster	.20	Revise creditor voicemail log.
7/13/17	Gene Goldmintz	.40	Correspond with claimants re inquiries.
7/13/17	Daniel Latona	.50	Correspond with K&E team and creditors re inquiries.
7/14/17	Alyssa B Russell	.60	Review, analyze creditor inquiry log and correspond with K&E team re same (.3); review, analyze precedent re presentation for 341 creditors meeting (.3).
7/17/17	Alyssa B Russell	.60	Telephone conferences with creditors re inquiries (.3); update tracking chart re same (.1); correspond with K&E team re same (.2).
7/17/17	Julia Foster	.80	Revise creditor voicemail log.
7/17/17	Daniel Latona	.20	Correspond with K&E team re creditor inquiries.
7/18/17	Alyssa B Russell	.20	Telephone conference with creditor re inquiry and correspond with K&E team re same (.1); update tracking chart re same (.1).
7/18/17	Daniel Latona	.10	Conferences and correspond with K&E team re creditor inquiries.

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

23 - Creditor Communications

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/19/17	Alyssa B Russell	.10	Review, analyze log re creditor inquiries.
7/19/17	Julia Foster	.20	Revise creditor voicemail log.
7/20/17	Daniel Latona	.10	Correspond with K&E team re creditor inquiries.
7/21/17	David Seligman, P.C.	2.20	Telephone conferences and correspond with stakeholders re case developments and restructuring matters.
7/21/17	Julia Foster	.20	Revise creditor voicemail log.
7/21/17	Daniel Latona	.10	Telephone conference with K&E team re creditor inquiry.
7/22/17	David Seligman, P.C.	1.80	Telephone conferences and correspond with stakeholders re case developments and restructuring matters.
7/24/17	Julia Foster	.70	Revise creditor voicemail log.
7/25/17	Alyssa B Russell	.10	Correspond with K&E team re creditor inquiries.
7/25/17	Gene Goldmintz	.30	Telephone conference with claimant re inquiry.
7/25/17	Daniel Latona	.10	Telephone conference with creditor re inquiry.
7/26/17	Alyssa B Russell	.60	Telephone conferences with creditors re inquiries (.4); update tracking chart re resolution of same (.2).
7/26/17	Julia Foster	.40	Revise creditor voicemail log.
7/26/17	Allyson Smith	.80	Respond to creditor inquiries.
7/26/17	Gene Goldmintz	.80	Telephone conferences with multiple claimants re inquiries.
7/26/17	Daniel Latona	.10	Telephone conference with creditor re inquiry.
7/27/17	Allyson Smith	1.00	Respond to creditor inquiries.



Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

23 - Creditor Communications

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/27/17	Gene Goldmintz	.40	Multiple telephone conferences with creditors re inquiries.
7/27/17	Daniel Latona	.20	Telephone conferences with creditors re inquiries.
7/28/17	Alyssa B Russell	.30	Correspond with creditor re inquiry.
7/28/17	Julia Foster	.20	Revise creditor voicemail log.
7/28/17	Gene Goldmintz	.20	Telephone conference with claimant re inquiry.
7/31/17	Christopher Hayes	.40	Telephone conference with K&E team, client, Rothschild re call with creditor advisors re coordination (.2); conduct follow up re same (.2).
7/31/17	Gene Goldmintz	1.50	Draft response to claimant (.7); correspond with K&E team re O&M agreements (.4); correspond with McKinsey and Company re same (.4).
7/31/17	Daniel Latona	.20	Conference with K&E team re creditor inquiries.
		38.40	TOTAL HOURS

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle Street  
Chicago, Illinois 60654

FEIN 36-1326630

September 1, 2017

GenOn Energy, Inc.  
211 Carnegie Center  
Princeton, NJ 08540

Attention: Brian Curci

**Invoice Number: 5161142**  
**Client Matter: 26173-24**

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## In the matter of Taxes

For legal services rendered through July 31, 2017  
(see attached Description of Legal Services for detail) \$ 237,771.00

For expenses incurred through July 31, 2017  
(see attached Description of Expenses for detail) \$ .00

Total legal services rendered and expenses incurred \$ 237,771.00

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

24 - Taxes

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Alexander Burdulia	.30	645.00	193.50
Thad Davis	2.30	1,125.00	2,587.50
Christopher Hayes	.10	905.00	90.50
Demetre Klebaner	17.40	560.00	9,744.00
Demetre Klebaner	50.00	680.00	34,000.00
William A Levy, P.C.	13.90	1,425.00	19,807.50
Roger S Lucas	59.40	1,525.00	90,585.00
Maureen McCarthy	.90	390.00	351.00
David Seligman, P.C.	4.90	1,410.00	6,909.00
Anthony Sexton	21.80	1,015.00	22,127.00
Anthony Sexton	49.40	1,040.00	51,376.00
<b>TOTALS</b>	<b>220.40</b>		<b>\$ 237,771.00</b>

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

24 - Taxes

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
6/14/17	Maureen McCarthy	.90	Finalize and file taxes motion with the bankruptcy court.
6/14/17	Anthony Sexton	.70	Conference and correspond re claims trading order with K&E team (.3); correspond with creditors re non-reliance letter and other tax issues (.2); review, analyze LC agreement re same (.2).
6/14/17	William A Levy, P.C.	2.50	Telephone conferences and correspond with R. Lucas re attribute analysis (1.0); review, analyze term sheet re same (.7); review, analyze attribute analysis (.8).
6/14/17	Demetre Klebaner	1.60	Review and revise tax provisions of LC agreement.
6/14/17	Roger S Lucas	.50	Review, analyze tax provisions in LC facility (.4); telephone conference with W. Levy re same (.1).
6/15/17	Anthony Sexton	3.60	Correspond with K&E team and US Trustee re claims trading order (.6); correspond with creditors re non-reliance letter and other tax issues (.5); telephone conference with PwC re status of tax matters (.8); review and revise plan and disclosure statement re tax considerations (1.2); analyze worthless stock deduction issues (.5).
6/15/17	William A Levy, P.C.	1.20	Review, analyze updated attribute analysis information (.2); correspond with A. Sexton, R. Lucas re same (1.0).
6/15/17	Demetre Klebaner	3.00	Correspond with R. Lucas, A. Sexton and PwC re company diligence materials (1.0); conduct legal research re tax issues (2.0).
6/15/17	Roger S Lucas	1.20	Review, analyze models of potential tax worthless stock deduction issues (.2); telephone conference with PwC re same (.8); analyze legal research re same (.2).

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

24 - Taxes

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/16/17	Anthony Sexton	1.40	Telephone conference with all tax advisors re diligence materials and next steps re same (.8); review, analyze same (.6).
6/16/17	William A Levy, P.C.	1.50	Review, analyze updated attribute analysis information (.8); telephone conferences and correspond with A. Sexton, R. Lucas re same (.7).
6/16/17	Demetre Klebaner	2.20	Telephone conference with R. Lucas, A. Sexton, NRG, KPMG, PwC, Ropes and Baker Botts re tax matters and business plan (.7); draft and revise tax matters agreement (1.5).
6/16/17	Roger S Lucas	.30	Telephone conference with NRG re worthless stock deduction (.2); analyze legal research re same (.1).
6/19/17	Anthony Sexton	.70	Review and revise materials and analysis re asset sales and correspond with K&E team re same.
6/19/17	Demetre Klebaner	3.50	Review and revise tax matters agreement (1.5); legal research, analyze issues re same (2.0).
6/20/17	Anthony Sexton	1.50	Review and revise materials and analysis re asset sales and other tax diligence issues (1.1); review and revise disclosure statement (.4).
6/20/17	William A Levy, P.C.	1.50	Review and analyze revised attribution analysis (.6), telephone conference with R. Lucas, company, A. Sexton re potential asset sales (.9).
6/20/17	Demetre Klebaner	3.30	Research and analyze tax issues (.8); telephone conference with R. Lucas, W. Levy, A. Sexton, K&E restructuring team and company re potential asset sales and tax matters (1.0); draft and revise tax matters agreement (1.5).

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

24 - Taxes

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/20/17	Roger S Lucas	1.70	Telephone conference with company re tax planning for worthless stock deduction (.7); review, analyze plan documents re tax matters (.6); telephone conference re asset sale potentials (.4).
6/21/17	David Seligman, P.C.	1.00	Telephone conference with K&E team and company re tax and related aspects of restructuring implementation.
6/21/17	Anthony Sexton	1.20	Telephone conference re tax structuring issues with K&E team (.6); review and revise materials re same (.6).
6/21/17	William A Levy, P.C.	.50	Telephone conferences with R. Lucas re potential asset dispositions.
6/21/17	Demetre Klebaner	2.00	Research and analyze tax issues (.8); telephone conferences with R. Lucas, A. Sexton, K&E restructuring and K&E debt finance re tax issues (1.2).
6/21/17	Roger S Lucas	1.80	Telephone conference with K&E team re emergence transactions (.8); telephone conference with K&E team re pre-emergence asset sales (.3); review, analyze treasury regulations (.7).
6/22/17	Anthony Sexton	1.50	Telephone conference with K&E team re modeling and related issues (.7); correspond with R. Lucas re same (.4); correspond with Ropes re modeling issues and analyze issues re same (.4).
6/22/17	William A Levy, P.C.	2.10	Review, analyze revised attribution analysis (.9); telephone conference with R. Lucas, KPMG, Ropes, NRG re attribute analysis and prepare for same (1.2).
6/22/17	Demetre Klebaner	.70	Telephone conference with R. Lucas, A. Sexton, NRG, KPMG, PwC, Ropes and Baker Botts re tax matters.

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

24 - Taxes

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/22/17	Roger S Lucas	1.80	Telephone conference with K&E team and tax advisors re tax emergence planning (.8); review, analyze disclosure statement (.2); review, analyze tax model (.8).
6/23/17	David Seligman, P.C.	1.20	Telephone conference with K&E team and Rothschild re tax aspects of restructuring.
6/23/17	Thad Davis	.30	Conference with A. Sexton re tax attributes.
6/23/17	Anthony Sexton	4.00	Telephone conference with NRG, C. Hayes, R. Lucas re FERC and related tax implications (.6); correspond with K&E team re same (.2); telephone conference with Rothschild, company and others re tax analysis and presentation (.6); correspond with K&E team re same (.7); draft same (1.7); correspond with creditors re modeling issues (.2).
6/23/17	Roger S Lucas	.80	Telephone conference with K&E team and NRG re tax issues for emergence (.6); review, analyze plan and disclosure statement (.2).
6/24/17	Anthony Sexton	1.00	Review and revise tax presentation.
6/25/17	Roger S Lucas	1.50	Review, comment on presentation for ad hoc committee re tax issues.
6/26/17	Anthony Sexton	2.30	Review and revise tax presentation and correspond with K&E team re same (1.0); correspond with K&E team and Rothschild re same (.9); correspond with NRG re tax diligence and related matters (.4).
6/26/17	William A Levy, P.C.	1.10	Review, comment on presentation re asset sales.
6/26/17	Demetre Klebaner	.50	Research and analyze issues re worthless stock deduction.
6/26/17	Roger S Lucas	1.20	Telephone conference with K&E team re presentation materials (.2); review and revise same (1.0).

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

24 - Taxes

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/27/17	Anthony Sexton	.40	Telephone conference with K&E team and company re tax issues and presentation (.2); correspond with K&E team re plan and disclosure statement (.2).
6/27/17	Roger S Lucas	.50	Review, analyze disclosure statement.
6/28/17	Anthony Sexton	2.30	Review and analyze tax materials; (.5); telephone conference with K&E team and Ducera re tax matters (1.0); review and revise disclosure statement (.8).
6/28/17	Roger S Lucas	.80	Telephone conference with creditors' advisors re tax issues (.5); review, analyze open tax issues and potential solutions (.3).
6/29/17	Anthony Sexton	1.20	Telephone conference with K&E team and tax advisors re tax analysis (.5); correspond with Ropes, PwC and company re tax diligence matters (.5); review and revise disclosure statement re same (.2).
6/29/17	William A Levy, P.C.	1.50	Review, analyze attribute analysis (1.0); conference with Ropes, KPMG, R. Lucas and A. Sexton re tax diligence (.5).
6/29/17	Demetre Klebaner	.60	Telephone conference with R. Lucas, A. Sexton, W. Levy and other tax advisors re tax diligence matters.
7/02/17	Roger S Lucas	.80	Review and analyze presentation for creditor principals re tax considerations.
7/03/17	Roger S Lucas	.40	Telephone conference with K&E team re bondholder presentation re tax considerations.
7/05/17	David Seligman, P.C.	.70	Conduct diligence and analysis re tax and securities planning.
7/05/17	Anthony Sexton	1.50	Review and analyze tax diligence (.8); review and revise presentation and correspond with K&E team re same (.7)



Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

24 - Taxes

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/05/17	Roger S Lucas	1.20	Review and comment on presentation; review and analyze tax issues re same.
7/06/17	David Seligman, P.C.	.60	Conduct diligence and analysis re tax and securities planning.
7/06/17	Thad Davis	.50	Conference with A. Sexton re tax issues (.2); research and analysis re same (.3).
7/06/17	Anthony Sexton	3.90	Review and revise presentation and correspond with K&E team re same (.9); telephone conference with tax working group re tax analysis (1.1); analyze tax issues and correspond with K&E team re same (.7); telephone conferences with B. Winger and PwC re tax analysis and presentation (.9); review and analyze issues re same (.3).
7/06/17	William A Levy, P.C.	1.00	Telephone conference with company team, KPMG, R. Lucas and A. Sexton re tax attribute analysis.
7/06/17	Demetre Klebaner	1.00	Telephone conference with A. Sexton, NRG, PwC, KPMG and Ropes re tax matters.
7/06/17	Roger S Lucas	2.20	Review and comment on presentation re tax issues (1.2); review and analyze tax issues (.9); telephone conference with K&E team re same (.1).
7/07/17	Anthony Sexton	4.00	Telephone conference with K&E team, Company, McKinsey and Rothschild re presentation (1.2); review and revise materials re same (1); research and analyze tax issues and related items (1.5); correspond with K&E team re tax structure charts and review materials re same (.3).
7/07/17	Alexander Burdulia	.30	Correspond with K&E team, company and local counsel re IRS tax issues.
7/07/17	Demetre Klebaner	6.00	Draft tax structure slides for presentation (3.0); review and revise same (3.0).

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

24 - Taxes

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/07/17	Roger S Lucas	1.80	Review and analyze tax issues (.8); review and analyze diligence materials for presentation (.4);telephone conference with K&E team re tax material for presentation (.6).
7/08/17	Anthony Sexton	1.30	Review and revise presentation materials and correspond with K&E team re same (.6); review and revise tax structure materials and correspond with K&E team re same (.7).
7/08/17	Demetre Klebaner	3.90	Draft and revise presentation slides re tax structure.
7/08/17	Roger S Lucas	1.70	Review and analyze revised tax material for presentation (.5); prepare comments re same (1.2).
7/09/17	Roger S Lucas	.80	Review and analyze tax structure chart (.5); review and analyze tax issue (.3).
7/10/17	Anthony Sexton	2.40	Telephone conference with R. Lucas re tax analysis (.2); prepare for and telephone conference with KPMG, PwC, NRG re tax analysis (1.3); review and revise materials re same (.4); review and revise FERC application and correspond with K&E team and NRG re same (.5).
7/10/17	Demetre Klebaner	3.90	Review and analyze background documents re tax issues (.5); telephone conference with A. Sexton, R. Lucas, KPMG, NRG and PwC re same (1.0); review and revise FERC application re same (2.4).
7/10/17	Roger S Lucas	1.20	Telephone conference with K&E team re tax considerations (.8); review and analyze diligence materials re same (.4).

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

24 - Taxes

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/11/17	Anthony Sexton	5.10	Telephone conference with K&E team and company re presentation (1.1); review and revise same (.8); correspond with K&E team re same (.5); telephone conference with NRG and K&E team re FERC application (1.1); correspond with K&E team re same (.4); telephone conference with Ropes re presentation and related tax analysis (.7); review and revise structure slides (.2); review and analyze tax analysis and modeling (.3).
7/11/17	Demetre Klebaner	8.70	Review and revise tax structure slides (.6); review and analyze plan and restructuring support agreement re tax structure slides (.4); telephone conference with K&E team re FERC application (1.0); compile diligence materials re exit structure variations (3.3); draft summary re same (3.4).
7/12/17	Anthony Sexton	5.30	Participate in tax meeting and pre-meeting (4.0); review and revise tax modeling and analysis (.5); draft summary re same (.5); correspond with K&E team re FERC application issues (.3).
7/12/17	Demetre Klebaner	3.60	Compile and summarize diligence materials re exit structure variations.
7/12/17	Roger S Lucas	7.90	Participate in tax meeting with shareholders (4.5); participate in meeting with company team in preparation for meeting (1.2); prepare for same (2.2).
7/13/17	Anthony Sexton	2.00	Telephone conference with KPMG and working group re tax issues and modeling (.8); review and analyze materials re same (.7); correspond with K&E team re subsidiary and analyze issues re same (.5).
7/13/17	Demetre Klebaner	.80	Telephone conference with R. Lucas, A. Sexton, KPMG, NRG and PwC re exit structures and tax matters.

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

24 - Taxes

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/13/17	Roger S Lucas	1.10	Telephone conference with K&E team re outstanding tax issues (.9); prepare for same (.2).
7/14/17	Anthony Sexton	.80	Review and analyze subsidiary issues (.2); telephone conference with R. Lucas and R&G re same (.6).
7/14/17	Roger S Lucas	2.20	Telephone conference with K&E team re subsidiary tax issues (1.6); prepare for same (.6).
7/17/17	Anthony Sexton	.40	Review and analyze modeling and related materials.
7/17/17	Roger S Lucas	2.70	Review and analyze tax models for various emergence scenarios (2.3); telephone conference with K&E team re same (.1); research and analysis re tax issue (.3).
7/18/17	Christopher Hayes	.10	Correspond with K&E team and McKinsey re tax payment considerations.
7/18/17	Demetre Klebaner	.70	Review and revise summary of models re tax consequences of various exit structures.
7/18/17	Roger S Lucas	2.00	Review and analyze tax models (1.8); telephone conference with K&E team re same (.2).
7/19/17	Anthony Sexton	1.00	Revise tax matters agreement and correspond with K&E team re same.
7/19/17	Roger S Lucas	1.70	Review and analyze tax issues (.8); review and analyze computations (.7); review and analyze models (.2).
7/20/17	Demetre Klebaner	3.70	Review and revise tax matters agreement (2.2); review and revise summary of models re tax consequences of various exit structures (.8); telephone conference with R. Lucas, Ropes & Gray, KPMG and NRG re models and other tax issues (.7).

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

24 - Taxes

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/20/17	Roger S Lucas	2.20	Telephone conference with K&E team re tax models (.8); review and analyze tax issues (1.2); review and analyze structuring alternatives (.2).
7/21/17	Anthony Sexton	.40	Correspond with K&E team re tax modeling and related issues.
7/21/17	Demetre Klebaner	5.90	Telephone conference with R. Lucas, L. Arnaboldi re potential tax issues (.3); review and revise tax matters agreement (5.6).
7/21/17	Roger S Lucas	1.60	Review and analyze tax issues.
7/24/17	David Seligman, P.C.	1.40	Prepare for and participate in telephone conference with stakeholders re tax aspects of restructuring (1.3); correspond with K&E team re same (.1).
7/24/17	Anthony Sexton	4.50	Telephone conference with DPW re tax analysis and status (1.4); telephone conferences with K&E team re tax analysis (.8); analyze issues re same (1.5); analyze and revise diligence status letter (.8).
7/24/17	Demetre Klebaner	3.60	Review and analyze models re potential tax consequences of various exit structures (1.8); review and analyze supporting documentation re same (1.8).
7/24/17	Roger S Lucas	2.50	Review and analyze potential emergence structure re tax issues (1.8); telephone conference with K&E team re same (.2); review and analyze material re same (.5).
7/25/17	Anthony Sexton	2.10	Correspond with K&E team and PwC re status of plan and disclosure statement (.7); analyze issues and correspond with K&E team re same (1.0); correspond with K&E team re same (.4).
7/25/17	Demetre Klebaner	2.20	Review and analyze models re potential tax consequences of various exit structures.

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

24 - Taxes

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/25/17	Roger S Lucas	2.60	Review and analyze tax issues (1.2); telephone conference with K&E team re same (.8); review and analyze emergence structures (.6).
7/26/17	Anthony Sexton	4.10	Participate in meeting with K&E team re going-forward strategy (1.5); correspond with K&E team re same (1); review and analyze subsidiary issues and correspond with K&E team re same (1.1); telephone conference with working group re closing workstream (.5).
7/26/17	Demetre Klebaner	3.60	Draft structure slides re tax structure considerations (1.4); draft summary re exit structure in advance of FERC meeting (2.2).
7/26/17	Roger S Lucas	2.70	Review and analyze tax material (.8); review and analyze emergence issues (.4); telephone conference with K&E team re tax structure considerations (1.5).
7/27/17	Thad Davis	1.10	Conference with A. Sexton re exit structure (.6); research and analyze issues re same (.5).
7/27/17	Anthony Sexton	3.60	Telephone conference with working group re tax issues (1.1); telephone conference with K&E team re tax structuring considerations (.8); telephone conference with DPW re same (.7); analyze issues; correspond with K&E team re same (1.0).
7/27/17	Demetre Klebaner	2.40	Telephone conference with A. Sexton, R. Lucas, KPMG, NRG, PwC, Davis Polk and Ducera re general tax matters (1.1); draft structure slides re tax considerations (1.3).
7/27/17	Roger S Lucas	1.20	Review and analyze tax structuring issues (.8); telephone conference with K&E team re emergence structures (.4).
7/28/17	Thad Davis	.20	Research and analyze tax structure issues.

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

24 - Taxes

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/28/17	Anthony Sexton	3.30	Telephone conferences with K&E team, PwC and DPW re tax structuring issues (2.0); correspond with NRG re FERC and state regulatory issues (.5); review and revise plan and correspond with K&E team re same (.8).
7/28/17	Roger S Lucas	4.80	Review and analyze tax rules (1.8); telephone conference with K&E team re tax structure considerations (.2); review and analyze tax structure (2.8).
7/31/17	Thad Davis	.20	Conference with A. Sexton re tax structure.
7/31/17	Anthony Sexton	3.70	Telephone conference with NRG re various tax analysis issues (.3); correspond with NRG, creditors and K&E team re same (.9); analyze tax issues and correspond with K&E team re same and (2.5).
7/31/17	William A Levy, P.C.	1.00	Telephone conferences with R. Lucas, A. Sexton re attribute analysis issues.
7/31/17	Roger S Lucas	2.00	Review and analyze emergence structure (.2); conference with K&E team re same (1.0); conduct research and analysis re tax issues (.8).
		220.40	TOTAL HOURS

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle Street  
Chicago, Illinois 60654

FEIN 36-1326630

September 1, 2017

GenOn Energy, Inc.  
211 Carnegie Center  
Princeton, NJ 08540

Attention: Brian Curci

**Invoice Number: 5161143**  
**Client Matter: 26173-25**

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**In the matter of Adversary Proceedings, Contested Matters**

For legal services rendered through July 31, 2017  
(see attached Description of Legal Services for detail) \$ 834,935.50

For expenses incurred through July 31, 2017  
(see attached Description of Expenses for detail) \$ .00

Total legal services rendered and expenses incurred \$ 834,935.50



Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

25 - Adversary Proceedings, Contested Matters

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Mark Adler	4.30	905.00	3,891.50
William E Arnault, IV	59.30	965.00	57,224.50
Jamie A Aycock	78.50	930.00	73,005.00
James Barlow	6.50	400.00	2,600.00
Ryan Besaw	1.70	240.00	408.00
Alexander Burdulia	3.20	555.00	1,776.00
Benjamin Cooper	2.00	725.00	1,450.00
Jigna Dalal	.90	340.00	306.00
Jeremy Evans	.50	735.00	367.50
Julia Foster	.70	240.00	168.00
Beth Friedman	.50	420.00	210.00
Gene Goldmintz	15.50	645.00	9,997.50
Gene Goldmintz	12.30	735.00	9,040.50
Stephen C Hackney, P.C.	63.20	1,225.00	77,420.00
Christopher Hayes	19.80	835.00	16,533.00
Christopher Hayes	5.00	905.00	4,525.00
Melinda Jackson	9.30	295.00	2,743.50
Paul Ketz	38.50	380.00	14,630.00
Daniel Latona	.70	555.00	388.50
Daniel Latona	5.70	645.00	3,676.50
Maureen McCarthy	2.80	390.00	1,092.00
Andres C Mena, P.C.	23.20	1,225.00	28,420.00
Maranda Mitchell	1.90	240.00	456.00
Kelli Mulder	18.00	810.00	14,580.00
Kelli Mulder	31.50	845.00	26,617.50
Anna G Rotman, P.C.	26.50	1,165.00	30,872.50
Jonathan Rousseau	.50	340.00	170.00
Alyssa B Russell	3.40	645.00	2,193.00
Alyssa B Russell	10.00	735.00	7,350.00
Brendan Ryan	11.20	725.00	8,120.00
Brendan Ryan	62.50	810.00	50,625.00
Chris Seaman	18.80	280.00	5,264.00
David Seligman, P.C.	51.90	1,410.00	73,179.00
Steven Serajeddini	28.40	1,035.00	29,394.00
Ravi Shankar	42.00	845.00	35,490.00
Ravi Shankar	210.20	905.00	190,231.00
Antonio Soto	12.20	340.00	4,148.00
Sarah E Williams	12.50	905.00	11,312.50
Walter B Winger	22.50	955.00	21,487.50
Walter B Winger	9.70	995.00	9,651.50
Katelyn Ye	.10	340.00	34.00
Kenneth A Young	4.60	845.00	3,887.00
<b>TOTALS</b>	<b>932.50</b>		<b>\$ 834,935.50</b>

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

25 - Adversary Proceedings, Contested Matters

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
6/14/17	Andres C Mena, P.C.	.50	Conferences with K&E litigations re GenMA litigation issues.
6/14/17	Kelli Mulder	1.20	Telephone conference with A. Mena re GenMA litigation and next steps (.5); review and analyze complaint (.7).
6/14/17	Paul Ketz	1.70	Review database to determine contractor reviewer progress, including volume of documents review, volume by issue code, key documents and commentary (.2); report findings to R. Shankar (.1); coordinate update of contractor reviewer coding panel with tag for unreadable documents produced by Baker Botts (.3); correspondence with L. Dudney and M. Rule at AlixPartners re new Baker Botts documents, board documents and client documents from Intralinks site for review (.5); update production log tracking documents produced to AlixPartners with same (.6).
6/16/17	Stephen C Hackney, P.C.	1.50	Review and analyze GenMA pleadings (1.0); conference with R. Shankar re same (.5).
6/16/17	Kelli Mulder	2.70	Telephone conferences re GenMA claims (2.0); correspond with K&E team re next steps re same (.7).
6/16/17	Paul Ketz	.50	Review database to determine volume produced by custodian in newest Baker Botts batch (.2); report findings re same to R. Shankar (.1); coordinate logistics for on-site contractor reviewers (.2).
6/16/17	Ravi Shankar	6.20	Participate in telephone conferences with Ropes and K&E team re owner lessor strategy (1.4); review, analyze precedent re estimation motion and outline strategy re same (4.8).

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

25 - Adversary Proceedings, Contested Matters

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/17/17	Paul Ketz	.50	Review database to determine status of contractor reviewer progress, including volume of documents reviewed, volume by issue code, key documents and commentary (.4); report findings to R. Shankar (.1).
6/19/17	David Seligman, P.C.	.50	Telephone conferences and correspond with S. Hackney re owner lessor strategies (.3); conduct follow up re same (.2).
6/19/17	Andres C Mena, P.C.	1.50	Review, analyze litigation issues re owner lessor dispute (.5); conference and correspond re credit support issues with S. Serajeddini (1.0).
6/19/17	Stephen C Hackney, P.C.	2.50	Prepare for and participate in K&E team conference re owner lessor litigation (1.5); review, analyze owner lessor pleadings (1.0).
6/19/17	William E Arnault, IV	1.20	Conference with S. Hackney, R. Shankar, K. Mulder and B. Ryan re owner lessor litigation and claims.
6/19/17	Kelli Mulder	1.20	Review and revise memorandum re owner lessor litigation.
6/19/17	Paul Ketz	.20	Conference with R. Shankar re status of contractor reviewer progress and status of additional Baker Botts batches.
6/19/17	Ravi Shankar	8.20	Draft claim estimation motion (4.6); review and analyze first day transcript re same (.4); review, analyze procedural strategies re owner lessor claims (2.2); participate in conference with K&E litigation team re same (1.0).
6/19/17	Brendan Ryan	1.00	Conferences with S. Hackney, R. Shankar, W. Arnault and K. Mulder re litigation strategies.
6/20/17	Walter B Winger	1.90	Review, analyze estimation motion issues (1.3); research statutes, rules, precedent, diligence materials re same (.4); conferences with K&E team re same (.2).

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

25 - Adversary Proceedings, Contested Matters

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/20/17	Paul Ketz	1.00	Research re operative documents and compile same for R. Shankar review (.4); compile diligence materials uploaded to Intralinks site in preparation to update review database with same (.6).
6/20/17	Ravi Shankar	2.80	Review, analyze re procedural strategies for owner lessor claims (2.5); telephone conference with B. Winger re same (.3).
6/21/17	David Seligman, P.C.	1.70	Conduct diligence and analysis and strategies re owner lessors' litigation.
6/21/17	Andres C Mena, P.C.	2.50	Review, analyze documents re letter of credit issues (.8); conferences and correspond with K&E litigation team re strategy for same (1.1); outline summaries re alternatives (.6).
6/21/17	Stephen C Hackney, P.C.	.70	Conference and correspond with D. Seligman re owner lessor litigation strategy.
6/21/17	William E Arnault, IV	4.30	Conference with R. Shankar and B. Ryan re estimation motion (.3); participate in telephone conference with bondholders re same (.6); review and revise estimation motion (1.0); review, analyze pleadings filed by owner lessors (.9); correspond with K&E team re strategy (1.5).
6/21/17	Walter B Winger	1.60	Review, analyze estimation motion issues (.8); research rules, statutes, precedent re same (.5); conferences with K&E team re same (.3).
6/21/17	Paul Ketz	.50	Coordinate update of database with new client documents uploaded to Intralinks site (.2); coordinate logistics for on-site contractor reviewers, including review and approval of weekly time sheets (.3).
6/21/17	Alyssa B Russell	2.10	Draft letter re rent and LC proceeds (1.1); correspond with K&E team re same (.4); review, analyze correspondence and documents re same (.6).

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

25 - Adversary Proceedings, Contested Matters

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/21/17	Julia Foster	.70	Review precedent re estimation motions.
6/21/17	Christopher Hayes	2.70	Correspond with K&E team re owner lessor matters and related litigation considerations (.5); review, analyze legal and strategic considerations re same (.6); draft, revise letter re rent payment (1.4); correspond with K&E team re same (.2).
6/21/17	Gene Goldmintz	3.10	Correspond with B. Winger re claims estimation motion (.3); review, analyze case and statutory law re same (1.4); summarize same (.6); review, analyze precedent re same (.8).
6/21/17	Ryan Besaw	.30	Search and distribute estimation motion precedent.
6/21/17	Ravi Shankar	9.40	Draft and revise estimation motion and analyze comments to same (6.4); research and analyze case law re same (2.2); telephone conference with local counsel re procedural strategies re owner lessor (.3); telephone conference with Ropes re estimation motion and related strategy (.5).
6/21/17	Brendan Ryan	5.70	Conference with W. Arnault, K. Mulder and R. Shankar re owner lessors litigation (1.0); research, analyze estimation motion issues (2.0); research, analyze procedural issues re same (2.2); telephone conference with Ropes re litigation strategy for the owner lessors' claims (.5).
6/22/17	David Seligman, P.C.	1.80	Conduct diligence and analysis re strategies re owner lessor litigation.
6/22/17	Stephen C Hackney, P.C.	5.00	Review, comment on draft estimation motion (2.0); conference with W. Arnault re same (.7); conferences re estimation issues with W. Arnault, R. Shankar, B. Ryan and K. Mulder (1.3); conferences and correspond with D. Seligman and S. Serajeddini re same (1.0).

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

25 - Adversary Proceedings, Contested Matters

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/22/17	Maureen McCarthy	.50	Research and distribute estimation motion precedent.
6/22/17	William E Arnault, IV	4.80	Conference with R. Shankar, S. Hackney, B. Ryan and K. Mulder re GenMA litigation (.6); review and revise estimation motion (1.7); draft discovery schedule (.8); revise exhibit to estimation motion (.7); correspond with K&E team re same (1.0).
6/22/17	Kelli Mulder	1.20	Research and analyze owner lessor litigation matters.
6/22/17	Walter B Winger	7.40	Review, revise estimation motion (5.1); research, analyze case law, precedent, statutes, rules re same (1.9); conferences with K&E team re same (.4).
6/22/17	Paul Ketz	.50	Compile Relativity load files for new client documents obtained from Intralinks site in preparation to produce same to AlixPartners for review (.2); correspond with AlixPartners re same (.1); update production log with additional client documents produced to AlixPartners (.1); conference with R. Shankar re status of next Baker Botts batch of documents for contractor reviewers (.1).
6/22/17	Alyssa B Russell	.50	Review, revise letter re GenMA rent and correspond with K&E team re same.
6/22/17	Christopher Hayes	2.00	Draft, revise letter re GenMA QCS payment (.8); review, analyze lease docs re same (.3); telephone conference and correspond with K&E team re same (.5); correspond with K&E team re owner lessor litigation strategy (.4).
6/22/17	Ryan Besaw	1.10	Draft estimation motion (.7); precedent research re same (.4).
6/22/17	Daniel Latona	.70	Draft, revise language for estimation motion.

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

25 - Adversary Proceedings, Contested Matters

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/22/17	Ravi Shankar	8.20	Review, analyze procedural strategies for resolving owner lessor claims (1.8); draft estimation motion and related discovery schedules and orders (3.4); participate in office conference with K&E litigation team re procedural strategies for resolving owner lessor claims (.5); review and analyze case law re estimation motion (2.5).
6/22/17	Brendan Ryan	2.00	Conference with W. Arnault, K. Mulder and R. Shankar re draft estimation motion (1.0); review and analyze same (1.0).
6/23/17	David Seligman, P.C.	1.40	Review and revise estimation motion and develop strategies re same.
6/23/17	Andres C Mena, P.C.	2.50	Review, analyze claim estimation motion (2.0); correspond with K&E team re same (.5).
6/23/17	William E Arnault, IV	3.90	Prepare for and participate in telephone conferences with K&E team, advisors and client re rent payment (1.9); review and revise estimation motion (2.0).
6/23/17	Walter B Winger	1.40	Review, analyze estimation motion issues (.8); research re same (.3); participate in conferences with K&E team re same (.3).
6/23/17	Alyssa B Russell	.20	Review, analyze letter re lease payment and correspondence re same.
6/23/17	Christopher Hayes	1.60	Telephone conferences with advisors, client, K&E team re GenMA rent payment considerations (1.2); conduct follow-up re same (.4).
6/23/17	Jeremy Evans	.50	Revise ordinary course professionals motion and order.
6/23/17	Ravi Shankar	5.00	Review and revise estimation motion and analyze comments re same (4.4); draft work plan for claim re same (.3); telephone conference with Ropes re estimation motion (.3).

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

25 - Adversary Proceedings, Contested Matters

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/24/17	Steven Serajeddini	2.90	Review and revise estimation motion (1.9); correspond with K&E working group re same (1.0).
6/24/17	Walter B Winger	3.40	Review, revise estimation motion (2.2); research, analyze case law, diligence materials re same (.9); correspond with K&E team re same (.3).
6/24/17	Christopher Hayes	.50	Review, analyze comments to claims estimation motion and correspond with K&E team re same.
6/24/17	Ravi Shankar	2.20	Review, analyze comments to and revise estimation motion (1.8); draft and finalize work plan for owner lessor claims (.3); correspond with B. Arnault re same (.1).
6/25/17	Walter B Winger	1.20	Review, revise estimation motion (.7); research, analyze diligence materials re same (.3); correspond with K&E team re same (.2).
6/26/17	David Seligman, P.C.	2.60	Telephone conferences and correspond with K&E team re owner lessor strategies (1.8); review, revise estimation motion (.5); correspond with K&E team re same (.3).
6/26/17	William E Arnault, IV	1.20	Participate in telephone conference with K&E team and company re owner lessor litigation (.3); participate in telephone conference with K&E team re discovery for estimation motion (.2); correspond with K&E team re same (.7).
6/26/17	Steven Serajeddini	5.80	Correspond with K&E working group re claims estimation (3.4); review and analyze issues re same (2.4).
6/26/17	Kelli Mulder	5.70	Review, analyze diligence materials re litigation matters.



Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

25 - Adversary Proceedings, Contested Matters

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/26/17	Walter B Winger	5.60	Review, finalize estimation motion (3.6); research, analyze case law, secondary sources, rules re same (1.4); participate in multiple conferences with K&E team, other case professionals re same (.6).
6/26/17	Paul Ketz	.60	Conference with R. Shankar re status of batches of review documents from Baker Botts and update reviewer team re same (.5); correspond with Baker Botts re status of additional batches of documents (.1).
6/26/17	Christopher Hayes	1.20	Telephone conference with company board re June rent payment (.4); telephone conference and correspond with K&E team, client re related payment considerations (.3); correspond with K&E team re letter re fee payments re QCS dispute and revise letter re same (.3); correspond with K&E team re claims estimation motion (.2).
6/26/17	Alexander Burdulia	2.20	Draft letter to U.S. Bank re owner lessor litigation (1.5); correspond with C. Hayes re same (.1); further revise same (.6).
6/26/17	Gene Goldmintz	11.30	Telephone conference with B. Winger re claims estimation motion (.3); telephone conference and correspond with Zack Clement re same (.2); revise same (10.8).
6/27/17	William E Arnault, IV	1.90	Review, analyze discovery protocols for estimation motion (1.1); correspond with K&E team re same (.5); participate in telephone conference with S. Serajeddini, D. Seligman and C. Hayes re litigation re owner lessor dispute (.3).
6/27/17	Steven Serajeddini	4.70	Correspond and conference with K&E team, opposing counsel, clients re claims issues re owner lessor (3.9); review and analyze issues re same (.8).
6/27/17	Kelli Mulder	4.30	Fact check and draft claims analysis re litigation matters.

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

25 - Adversary Proceedings, Contested Matters

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/27/17	Paul Ketz	.50	Coordinate logistics for reviewer team and new set of documents received from Baker Botts (.2); review, analyze new Baker Botts production to determine volume of same (.2); correspond with R. Shankar re same (.1).
6/27/17	Alyssa B Russell	.40	Review, analyze claims estimation motion re dispute with owner lessors.
6/27/17	Christopher Hayes	1.20	Correspond with K&E team, client re indenture trustee fee response letter (.3); telephone conference with K&E team re claims estimation strategy (.6); conduct follow-up re same (.3).
6/27/17	Alexander Burdulia	1.00	Review and revise letter to U.S. Bank re owner lessor litigation.
6/27/17	Gene Goldmintz	.40	Correspond with company re estimation motion hearing.
6/27/17	Brendan Ryan	2.50	Review, analyze GenMA's complaint against the owner lessors re LC draw (.8); review, analyze owner lessors' complaint against GenMA, GenOn and NRG re transfer (.8); draft outline of case theories and areas for discovery (.9).
6/28/17	David Seligman, P.C.	1.50	Telephone conferences and correspond with K&E team and client re owner lessor strategies (.9); review, comment on letter re same (.6).
6/28/17	William E Arnault, IV	.30	Draft correspondence to opposing counsel re meet and confer.
6/28/17	Steven Serajeddini	3.80	Correspond with K&E team re claims issues re leases (2.5); review and analyze issues re same (1.3).

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

25 - Adversary Proceedings, Contested Matters

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/28/17	Paul Ketz	.50	Coordinate update of database with small batch of documents obtained from Baker Botts (.2); conference with R. Shankar re status of additional Baker Botts documents for contractor review team (.1); coordinate logistics for on-site contractor review team (.2).
6/28/17	Christopher Hayes	.70	Correspond with client re letter to trustee re June rent payment.
6/29/17	David Seligman, P.C.	.60	Telephone conferences and correspond with litigation team re estimation motion strategies and tactics.
6/29/17	Stephen C Hackney, P.C.	2.50	Telephone conferences and correspond with W. Arnault re GenMA strategy (1.0); review, analyze indenture and related documents re same (1.5).
6/29/17	Maureen McCarthy	.50	Search and distribute precedent re litigation.
6/29/17	William E Arnault, IV	4.20	Prepare for meet and confer re estimation motion (2.1); participate in same with opposing counsel re estimation motion (.6); draft revised schedule and correspondence re same (.6); participate in telephone conference with K&E team re litigation strategy (.9).
6/29/17	Steven Serajeddini	2.90	Correspond and conference with K&E team and opposing counsel re claims issues re leases (1.8); review and analyze issues re same (1.1).
6/29/17	Kelli Mulder	1.70	Telephone conference re GenMA estimation motion (1.0); review, analyze diligence materials re same (.7).

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

25 - Adversary Proceedings, Contested Matters

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/29/17	Christopher Hayes	4.90	Correspond with K&E team re GenMA rent payment and strategic considerations re same (.4); telephone conferences with K&E team re same (.9); correspond and telephone conferences with K&E team, indenture trustee counsel re same (2.0); draft, revise stipulation re same (.7); participate in telephonic meet and confer re GenMA claims estimation motion (.9).
6/29/17	Gene Goldmintz	.70	Research case and statutory law re removal.
6/29/17	Ryan Besaw	.30	Research re motions to remove litigation to bankruptcy court.
6/30/17	Andres C Mena, P.C.	6.00	Review, analyze rent payment and LC draw issues (1.5); telephone conferences with indenture trustee, Paul Weiss and K&E team re same (1.5); draft response letters and waiver documents (3.0).
6/30/17	Stephen C Hackney, P.C.	2.50	Draft motion outline (1.2); review, analyze relevant contracts (1.3).
6/30/17	William E Arnault, IV	1.10	Review, analyze outline of motion (.4); review, analyze correspondence re GenMA dispute (.5); telephone conference with S. Hackney re same (.2).
6/30/17	Steven Serajeddini	3.30	Correspond and conference with K&E team and opposing counsel re claims issues re leases (2.1); review and analyze issues re same (1.2).
6/30/17	Alyssa B Russell	.20	Conference and correspond with C. Hayes re status of GenMA rent dispute and potential next steps.

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/30/17	Christopher Hayes	5.00	Telephone conferences and correspond with indenture trustee, certificate holders re June rent payment (.5); telephone conferences and correspondence with K&E team re same (1.1); draft letter re June rent payment and correspond with K&E team re same (.8); telephone conferences and correspond with client re same (.4); telephone conferences and correspond with other advisors re same, waiver (.6); review, comment on draft waiver (.6); correspond with K&E team re same (.4); conduct follow-up re same (.6).
6/30/17	Anna G Rotman, P.C.	1.20	Correspond with S. Hackney re estimation motion issues.
7/02/17	David Seligman, P.C.	.90	Telephone conferences and correspond with stakeholders re contested matters and conduct follow up re same.
7/03/17	David Seligman, P.C.	1.60	Correspond with K&E team, stakeholders and client re contested matters.
7/04/17	David Seligman, P.C.	1.20	Correspond with K&E team and stakeholders re contested disputes.
7/04/17	William E Arnault, IV	1.30	Telephone conference with S. Hackney re litigation (.2); correspond with K&E team re stay issues (.5); draft outline re same (.6).
7/05/17	David Seligman, P.C.	3.40	Telephone conferences and correspond with K&E team, client and stakeholders re litigation and strategies re same.
7/05/17	Stephen C Hackney, P.C.	2.50	Telephone conference with W. Arnault re litigation issues (.7); review and analyze diligence materials, pleadings re same (1.8).

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7/05/17	William E Arnault, IV	5.60	Draft scheduling motion outline (.3); telephone conference with R. Harper re collection of documents (.2); telephone conference with A. Rotman and S. Hackney re estimation motion (.4); prepare for team meeting re litigation issues (.5); conference with R. Shankar and K. Mulder re same (.4); review and revise complaint (1.0); draft document requests for estimation motion (1.1); conference with K&E team re schedule (.3); revise same (.4); correspond with K&E team re same (1.0).
7/05/17	Kelli Mulder	7.80	Conference with K&E team re GenMA litigation (.5); draft motion to stay re same (7.3).
7/05/17	Anna G Rotman, P.C.	1.40	Telephone conference with S. Hackney and B. Arnault re case background (.4); review, analyze estimation motion (1.0).
7/05/17	Daniel Latona	.20	Correspond with K&E team re lift stay motion.
7/05/17	Ravi Shankar	7.70	Telephone conference with K&E team re forbearance agreement (.2); review and analyze related draft forbearance agreement and related correspondence (1.2); participate in conference with K&E team re litigation strategy (.5); prepare work plan for estimation motion and correspond with B. Arnault re same (.6); telephone conference with Texas local counsel re scheduling issues and review and analyze related correspondence (.4); draft complaint (2.4); review and analyze background documents to draft same (2.4).
7/05/17	Brendan Ryan	3.50	Draft and finalize motion to schedule pretrial conference re estimation motion.
7/06/17	David Seligman, P.C.	2.40	Telephone conferences and correspond with K&E team, client and stakeholders re litigation and strategies re same.

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7/06/17	William E Arnault, IV	2.00	Telephone conference with Baker Botts re estimation motion (.4); revise schedule re same (.5); correspond with K&E team re strategy (1.1).
7/06/17	Kelli Mulder	.90	Telephone conference with R. Shankar re motion to stay (.2); review, analyze case law and secondary sources re same (.7).
7/06/17	Ravi Shankar	12.60	Draft and revise complaint (2.5); analyze and revise draft motion and correspond with B. Arnault re same (3.2); research re litigation issues (2.0); telephone conference with counsel for NRG re producing documents re estimation motion and correspond with K&E team re same (.7); draft document requests to owner lessors re estimation motion (2.8); issue internal requests for precedent re estimation motion and review and analyze same (.6); telephone conference with B. Winger re litigation risks of forbearance agreement and review and analyze documents re same (.6); correspond with K&E team re strategy for retaining experts (.2).
7/06/17	Mark Adler	.80	Telephone conference with K&E team re forbearance.
7/06/17	Jamie A Aycock	3.20	Review and analyze motion to estimate claims and complaint filed in New York state court.
7/07/17	David Seligman, P.C.	3.10	Telephone conferences and correspond with K&E team, client and stakeholders re litigation and strategies re same.
7/07/17	Anna G Rotman, P.C.	1.50	Conference with J. Aycock re estimation motion (.5) correspond with restructuring team re discovery inquiries (1.0).
7/07/17	Daniel Latona	1.20	Conference with B. Winger re notice of default letter (.2); review, analyze precedent re same (.5); draft letter re same (.5).

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/07/17	Ravi Shankar	8.20	Draft and finalize document requests to owner lessors re estimation motion and correspond with K&E teams re same (2.9); draft protective order (2.1); research and analyze local rules re document requests and correspond with Texas local counsel re same (.5); analyze owner lessors' proposed schedule for estimation motion and draft response to same (.7); correspond with K&E team re scope of estimation motion and related research (.9); telephone conference with counsel for U.S. Bank re estimation motion and second day hearing (.2); review and analyze owner lessors' document requests (.6); telephone conference with McKinsey re estimation motion and related issues (.3).
7/07/17	Jamie A Aycock	.50	Review and analyze estimation motion.
7/08/17	William E Arnault, IV	.50	Revise ESI protocol.
7/08/17	Daniel Latona	.50	Draft response letter re notice of default and correspondence re same.
7/08/17	Ravi Shankar	7.60	Draft analysis of owner lessors' document requests and Debtors' proposed responses (5.6); correspond with K&E team re document response strategy (.2); draft and revise protective order (1.2); identify and compile relevant documents for K&E team (.6).
7/09/17	William E Arnault, IV	.60	Telephone conference with R. Shankar re ESI protocol (.3); review same (.3).
7/09/17	Ravi Shankar	2.80	Finalize draft protective order and correspond with Milbank and Baker Botts re same (2.3); telephone conference with K&E team re strategy for responding to owner lessors' document requests (.2); correspond with K&E team re estimation motion strategy (.3).
7/10/17	David Seligman, P.C.	2.30	Telephone conferences and correspond with K&E team re resolution of various contested matters.



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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/10/17	Stephen C Hackney, P.C.	3.00	Telephone conference with S. Serajeddini and R. Shankar re retention issues (.7); prepare for second day hearing (2.3).
7/10/17	Kelli Mulder	4.50	Draft answers re request for production.
7/10/17	Walter B Winger	.60	Review, analyze estimation motion matters (.4); conferences with K&E team re same (.2).
7/10/17	Alyssa B Russell	.50	Review, analyze owner lessors' response to claim estimation motion.
7/10/17	Christopher Hayes	.20	Review, analyze owner lessor response re claims estimation motion and correspond with K&E team re same.
7/10/17	Anna G Rotman, P.C.	3.10	Correspond with K&E team re leveraged lease dispute legal strategy (.5); review, analyze materials re same (2.6).
7/10/17	Ravi Shankar	7.90	Prepare research topics and correspond with K&E team re same (.4); conference with K&E team re estimation motion strategy (.4); telephone conference with AlixPartners re expert analysis (.3); prepare additional search terms for NRG's document collection and correspond with Baker Botts re same (1.9); telephone conference with Milbank and Baker Botts re motion to stay (.3); telephone conference with Milbank re stipulation for motion to dismiss schedule and execute same (.6); review and analyze owner lessors' document requests and prepare strategy re same (3.4); draft amended scheduling order for estimation motion (.6).
7/10/17	Jamie A Aycock	5.60	Review and analyze document requests (3.0); analyze agreements re litigation issues (2.6).
7/11/17	David Seligman, P.C.	2.20	Telephone conferences with K&E team re chapter 11 litigation strategies.

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/11/17	Walter B Winger	4.20	Review, revise claims estimation deck (2.8); research, analyze diligence materials, precedent re same (.8); conferences with K&E team re same (.6).
7/11/17	Alyssa B Russell	5.00	Correspond with C. Hayes re presentation on claims estimation motion (.1); correspond with B. Winger re same (.2); correspond with K&E team re same (.3); review, analyze documents re same (2.1); draft, revise same (2.3).
7/11/17	Christopher Hayes	2.20	Conference with W. Winger and A. Russell re claims estimation deck (.3); correspond with K&E team re same, QCS litigation matters (.2); review and comment on deck (1.2); review, analyze estimation pleadings re same (.5).
7/11/17	Anna G Rotman, P.C.	2.20	Correspond with team re estimation motion (.6); review, analyze materials re same (1.1); correspond with K&E team re same (.5).
7/11/17	Sarah E Williams	.50	Correspond with K&E team re litigation issues research.
7/11/17	Ravi Shankar	8.00	Prepare for second day hearing (1.7); negotiate amended scheduling order for estimation motion and revise same (1.2); draft search terms for collecting documents (.7); supervise drafting of motion to stay and correspond with K&E team re same (.8); telephone conference with K&E teams re strategy for second day hearing (.5); review and analyze claims estimation presentation for second day hearing (.6); correspond with Milbank re scheduling stipulation in GenMA New York lawsuit (.4); review and analyze draft responses re owner lessors' document requests and revise same (1.7); correspond with K&E teams re owner lessors' document requests (.4).

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/11/17	Jamie A Aycock	1.20	Conference with A. Rotman re various legal issues related to motion to estimate claims (.6); telephone conference with A. Rotman, S. Hackney and S. Serajeddini re strategy for hearing on motion to estimate (.6).
7/12/17	David Seligman, P.C.	4.10	Telephone conferences and correspond with K&E team, company, Rothschild and creditor advisors re litigation strategy and resolution of contested matters.
7/12/17	Andres C Mena, P.C.	2.50	Telephone conference with GenMA owner lessors re contested matters (.5); review, analyze owner lessors filed pleadings (1.5); correspond with K&E team re same (.5).
7/12/17	Stephen C Hackney, P.C.	4.00	Telephone conference with AlixPartners re expert opinions (.5); review and analyze pleadings in preparation for second day hearing (3.0); conference with company re same (.5).
7/12/17	Beth Friedman	.50	Conference with J. Cali and A. Gibbons re suggestions of bankruptcy.
7/12/17	Kelli Mulder	3.70	Telephone conference with B. Ryan re motion to stay (.5); review, analyze facts and draft same (3.2).
7/12/17	Walter B Winger	1.60	Review, revise claims estimation presentation materials (.8); research, analyze diligence materials, precedent re same (.6); conferences with K&E team re same (.2).
7/12/17	Maranda Mitchell	1.10	Compile summary re discovery.
7/12/17	Paul Ketz	.50	Compile and organize discovery documents (.4); correspond with R. Shankar re same (.1).
7/12/17	Alyssa B Russell	1.40	Review, revise claims estimation presentation (.6); analyze comments to same (.2); correspond with K&E team re same (.6).

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/12/17	Christopher Hayes	.20	Review, comment on claims estimation presentation.
7/12/17	Anna G Rotman, P.C.	2.50	Revise and finalize second day hearing agenda (1.4); prepare hearing materials re same (1.1).
7/12/17	Sarah E Williams	.30	Review and analyze case law and secondary sources re litigation issues.
7/12/17	Daniel Latona	.20	Telephone conference with K&E team and company re owner lessor document requests.
7/12/17	Ravi Shankar	13.70	Supervise drafting of motion to stay (.6); draft correspondence to Milbank re NRG's search parameters (.6); negotiate terms of protective order and revise same (1.5); negotiate terms of amended scheduling order for estimation motion and revise same (1.5); negotiate motion to stay with Milbank and correspond with K&E team re strategy (1.0); review and analyze transcripts and Rothschild's retention application re proffer (1.4); prepare document collection plan and correspond with Baker Botts re same (1.2); prepare fact analysis for K&E team to prepare for second day hearing (2.9); telephone conference with AlixPartners re status of expert analysis (.3); draft and finalize witness and exhibit list for second day hearing (2.7).
7/12/17	Brendan Ryan	8.20	Review and analyze New York case law re motion to stay litigation (3.1); research procedure re same (1.5); conference with J. Cali and B. Cooper re alternative approaches re same (.6); draft motion to stay litigation (3.0).
7/12/17	Jamie A Aycock	.90	Review and analyze presentation re claims estimation (.6); telephone conference with A. Rotman, M. Ruehl, S. Hackney and R. Subramanian re expert report and testimony in support of arguments re shared services agreement and fixed charge coverage ratio (.3).

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/13/17	David Seligman, P.C.	8.80	Telephone conferences and correspond with K&E team and company re chapter 11 litigation and restructuring strategies (4.2); telephone conferences and correspond with K&E team, company and stakeholders re resolutions of various contested matters (4.6).
7/13/17	James Barlow	6.50	Prepare, finalize and file exhibits re motion to stay.
7/13/17	Steven Serajeddini	5.00	Correspond and conference with K&E team re estimation motion hearing (3.1); review and analyze issues re same (1.9).
7/13/17	Kelli Mulder	3.50	Draft motion to stay (3.0); telephone conference with B. Ryan re same (.5).
7/13/17	Walter B Winger	3.30	Review, revise presentation materials re claims estimation motion (2.0); research, analyze diligence materials, precedent, local rules re same (.9); conferences with K&E team re same (.4).
7/13/17	Benjamin Cooper	2.00	Draft notice of motion and affirmation in support of memorandum of law (.9); correspond with J. Cali and B. Ryan re same (.3); research NY CPLR re certain filing requirements (.8).
7/13/17	Alyssa B Russell	3.10	Draft talking points re claims estimation motion (2.7); correspond with K&E team re same (.4).
7/13/17	Gene Goldmintz	4.20	Research case and statutory law re creditor standing (3.1); summarize same (.5); correspond with K&E team re same (.6).
7/13/17	Anna G Rotman, P.C.	5.70	Telephone conference with McKinsey re expert work (.5); prepare for hearing on scheduling for estimation motion (5.2)

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/13/17	Ravi Shankar	10.50	Supervise drafting of motion to stay and revise same (3.2); telephone conference with Milbank re motion to stay (.6); negotiate terms of protective order and revise same (1.7); prepare for second day hearing (.7); negotiate terms of amended scheduling order for estimation motion and correspond with K&E team re same (2.1); draft proffer for Rothschild application and review and analyze transcripts and Rothschild's application re same (1.1); telephone conference with McKinsey re expert testimony (.5); telephone conference with company re witness preparation for second day hearing (.6).
7/13/17	Brendan Ryan	12.70	Draft motion to stay litigation (7.0); draft stipulation of stay for submission to opposing counsel re same (5.0); coordinate with J. Cali and J. Barlow re filing same (.7).
7/13/17	Mark Adler	1.70	Draft forbearance agreement.
7/13/17	Jamie A Aycock	7.90	Analyze legal and strategic issues re motion to estimate claims (7.0); conferences with A. Rotman S. Hackney, D. Seligman, R. Shankar and S. Serajeddini re strategy for same (.9).
7/14/17	Andres C Mena, P.C.	1.50	Correspond with R. Shankar re leveraged lease dispute.
7/14/17	Maureen McCarthy	.60	Finalize and file agreed protective order re claims estimation motion.
7/14/17	Kelli Mulder	2.30	Review, analyze request for production responses (1.7); telephone conference with Baker Botts and GenMA re status update (.6).
7/14/17	Christopher Hayes	.90	Correspond with K&E team, opposing counsel re GenMA litigation considerations.

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7/14/17	Ravi Shankar	4.90	Correspond with Rothschild and K&E team re producing documents to FTI (.6); negotiate and revise protective order and supervise filing of same (1.0); finalize and serve responses to owner lessors' document requests (1.6); correspond with owner lessors re search terms for NRG's document collection and plan strategy re same (.9); prepare for and participate in telephone conference with Baker Botts re document collection strategy (.6); telephone conference with K&E team re potential experts (.2).
7/14/17	Mark Adler	1.30	Draft and revise forbearance agreement.
7/15/17	William E Arnault, IV	.40	Telephone conference with R. Shankar re GenMA litigation.
7/15/17	Paul Ketz	.20	Summarize newly produced discovery documents.
7/15/17	Sarah E Williams	1.30	Research and analyze case law re litigation issues.
7/15/17	Ravi Shankar	4.60	Draft topics for owner lessors deponents (1.2); prepare for and participate in telephone conference with Baker Botts re document collection and production (.7); review and analyze letter from owner lessors re Debtors' deponents and identify deponents (1.6); telephone conference with K&E team re estimation motion strategy (.4); correspond with Milbank re motion to stay and collect information from Rothschild in connection with same (.5); correspond with K&E team and Rothschild re restructuring support agreement (.2).
7/16/17	Anna G Rotman, P.C.	.60	Correspond with experts re discovery (.2); review, analyze deposition notices (.4).

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/16/17	Ravi Shankar	2.60	Draft modified search terms for owner lessors and correspond with K&E team re same (1.5); correspond with Milbank re document production issues and motion to stay (.5); correspond with K&E team and Rothschild re calculation of shared services fee (.3); analyze strategy for producing documents to financial advisor for owner lessors (.3).
7/17/17	David Seligman, P.C.	2.70	Correspond with K&E team re claims estimation (.4); telephone conferences with company and advisors re leveraged lease litigation and restructuring strategies (1.5); correspond with K&E team re same (.8).
7/17/17	Stephen C Hackney, P.C.	6.50	Prepare for and participate in conference with owner lessors' counsel, R. Shankar, A. Rotman and W. Arnault (1.5); review and analyze lease and related documents and conferences re same with R. Shankar and W. Arnault (5.0).
7/17/17	Maureen McCarthy	.40	Distribute exhibits filed with owner lessors' response to debtors' motion to estimate claims and establish related schedule.
7/17/17	William E Arnault, IV	2.00	Conference with K&E team and owner lessors' counsel (1.0); prepare for same (.5); conference with S. Hackney and R. Shankar re same (.5).
7/17/17	Jonathan Rousseau	.50	Correspond with K&E team re discovery process.
7/17/17	Antonio Soto	.30	Correspond with K&E team re production of discovery documents.
7/17/17	Kelli Mulder	1.00	Telephone conference with K&E team re estimation motion and related considerations.
7/17/17	Paul Ketz	.80	Correspond with K&E team re document production (.1); telephone conference with Curtis Mallet re document production (.2); coordinate same (.2); compile document production (.3).



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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/17/17	Anna G Rotman, P.C.	1.30	Review, analyze materials re potential experts (.8); correspond with K&E team re same (.5).
7/17/17	Sarah E Williams	.30	Research and analyze legal considerations re claims estimation litigations.
7/17/17	Chris Seaman	2.00	Prepare discovery documents for review (.5); correspond with K&E team re discovery documents (.5); coordinate gathering and processing of discovery document production (1.0).
7/17/17	Ravi Shankar	8.50	Prepare deponent list re response to owner lessors' letter (1.6); prepare for and participate in telephone conference with Milbank re expert disclosures and responses to document requests (1.8); strategize with K&E team re same (.5); draft correspondence to Court re motion to stay (.5); prepare for and participate in telephone conference with K&E team and Rothschild re subsidiary issues (.8); supervise collection of documents and draft and send document collection parameters (.7); telephone conference with K&E team re potential experts (.3); prepare document collection strategy for services agreement (.6); correspond with Milbank re staying New York lawsuits and correspond with K&E teams re next steps (.4); review and analyze owner lessors' deposition notices and prepare strategy re same (1.3).
7/17/17	Mark Adler	.30	Review and analyze issues re GenMA disputes.
7/17/17	Jamie A Aycock	.80	Correspond with K&E team re expert testimony and discovery disputes.
7/18/17	David Seligman, P.C.	1.20	Correspond with K&E team, client and professionals re letter of credit dispute and related restructuring strategies.

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7/18/17	Kelli Mulder	1.70	Telephone conference with Baker Botts (.5); analyze chart for responsiveness to discovery requests (1.2).
7/18/17	Paul Ketz	1.40	Coordinate document production (.8); correspond with Ropes re same (.2); correspond with Goodwin re same (.1); coordinate document production review (.2); correspond with R. Shankar re same (.1).
7/18/17	Anna G Rotman, P.C.	1.20	Correspond with J. Aycock re expert telephone conference (.2); correspond with K&E team re discovery (.5); correspond with K&E team re litigation issue (.5).
7/18/17	Ravi Shankar	5.40	Correspond with counsel for Natixis re owner lessors' subpoena (.3); refine additional search terms for owner lessors and correspond with owner lessors re same (.6); review and analyze GenOn SEC filings re disclosures and supervise related research (1.3); draft request for stay re New York lawsuits and correspond with opposing counsel re same (.5); supervise review of GenOn board minutes and related materials (.4); telephone conference with Curtis Mallet re document collection (.2); telephone conference with Baker Botts re discovery coordination and draft agenda for same (1.3); review and analyze correspondence re potential pattern and practice expert (.3); prepare for and participate in telephone conference with K&E teams re estimation motion strategy (.5).
7/18/17	Brendan Ryan	1.50	Review, analyze SEC filings re diligence materials (.8); review, analyze owner lessors' requests for production (.7).
7/18/17	Jamie A Aycock	.60	Correspond with K&E team re expert testimony re shared services dispute.
7/19/17	David Seligman, P.C.	.90	Telephone conferences and correspond with K&E team re chapter 11 litigation strategies.

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/19/17	Andres C Mena, P.C.	1.00	Review and analyze leveraged lease dispute materials (.5); correspond with R. Shankar re same (.5).
7/19/17	Stephen C Hackney, P.C.	2.00	Prepare for and participate in telephone conference with experts, R. Shankar and A. Rotman.
7/19/17	William E Arnault, IV	.40	Telephone conferences with potential experts re claims estimation litigation.
7/19/17	Antonio Soto	.30	Correspond with C. Seaman re document production.
7/19/17	Kelli Mulder	3.20	Telephone conference with K&E team re estimation motion (.3); review and analyze background materials (2.9).
7/19/17	Paul Ketz	1.60	Telephone conference with Ropes re document production (.2); correspond with R. Shankar re same (.1); correspond with Curtis Mallet re same (.1); compile production documents and coordinate update of database re same (1.2).
7/19/17	Anna G Rotman, P.C.	1.00	Review and analyze correspondence with K&E team re trial strategy.
7/19/17	Sarah E Williams	1.70	Research and analyze litigation issues.
7/19/17	Chris Seaman	2.50	Coordinate document production.
7/19/17	Jigna Dalal	.50	Coordinate document production review.

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/19/17	Ravi Shankar	10.20	Analyze document requests (.8); prepare for and participate in discovery coordination telephone conference with Baker Botts (.9); telephone conference with potential expert and schedule further calls (1.4); correspond with ad hoc committee re document sharing (.4); correspond with Baker Botts re same (.6); telephone conference with Rothschild re same (.8); draft letter to Milbank memorializing responses to 7/17/17 conference and correspond with K&E team re strategy (1.5); telephone conference with Judge Ramos re request for stay (.3); correspond with K&E team re discovery status and updates (.8); supervise document review (.5); review and analyze documents for production (2.2).
7/19/17	Brendan Ryan	9.60	Review and analyze requests for production (.5); review board materials for responsiveness and privilege re same (8.2); draft correspondence to team summarizing same (.3); review, analyze diligence materials re litigation matters (.6).
7/20/17	Stephen C Hackney, P.C.	3.00	Review and analyze lease and related documents (2.0); review and analyze accounting issues with R. Shankar and 10Q language (1.0).
7/20/17	William E Arnault, IV	3.60	Telephone conference with AlixPartners re expert opinion (.5); telephone conference with A. Rotman and S. Hackney re case status (.6); draft outline of trial brief (1.0); draft analysis re deponents and related topics (1.5).
7/20/17	Kelli Mulder	2.30	Review and summarize discovery documents.
7/20/17	Paul Ketz	.10	Correspond with R. Shankar re document production.
7/20/17	Gene Goldmintz	1.50	Correspond with K&E team re letter of credit disclosure (.2); correspond with B. Winger re same (.4); revise same (.9).

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

25 - Adversary Proceedings, Contested Matters

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/20/17	Anna G Rotman, P.C.	.50	Correspond with K&E team re trial strategy.
7/20/17	Sarah E Williams	3.70	Research and analyze case law re litigation issues.
7/20/17	Ravi Shankar	7.80	Review and analyze discovery documents (2.1); analyze forbearance agreement (.5); correspond with Milbank re meet and confer and analyze related correspondence (.9); telephone conference with McKinsey re document productions (.2); schedule telephone conferences with potential experts (.3); supervise fact investigation of potential witnesses (.3); correspond with Natixis re owner lessors' subpoena (.3); circulate protective order to experts (.1); telephone conference with ad hoc committee re document sharing request and correspond with K&E team re same (.3); participate in coordination telephone conference with Baker Botts and draft agenda (.8); draft stipulation re New York lawsuits (1.1); schedule telephone conference with McKinsey re expert analysis (.2); draft and send discovery progress update to K&E team (.7).
7/20/17	Brendan Ryan	1.50	Review and analyze diligence materials re litigation considerations (.9); coordinate with C. McCloskey re responsive discovery materials (.3); coordinate with litigation support re same (.3).
7/20/17	Jamie A Aycock	4.10	Correspond with K&E team re trial strategy (.4); analyze leveraged lease dispute materials (.4); draft legal strategy re same (3.0); correspond with R. Shankar re same (.3).
7/21/17	David Seligman, P.C.	2.20	Review and analyze leveraged lease dispute diligence and materials re restructuring strategies (1.0); correspond with K&E team and company re letter of credit dispute litigation strategies (1.2).

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

25 - Adversary Proceedings, Contested Matters

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/21/17	Andres C Mena, P.C.	.50	Correspond with R. Shankar re leveraged lease dispute.
7/21/17	Stephen C Hackney, P.C.	4.00	Prepare for and participate in accounting telephone conference with K&E team, company (1.0); review and analyze background documents and pleadings re estimation motion (3.0).
7/21/17	William E Arnault, IV	5.10	Draft outline of trial brief (3.1); conference with K&E team re same (.5); telephone conference with R. Shankar re case status (.5); review documents for expert reports (1.0).
7/21/17	Kenneth A Young	.80	Review, analyze materials re letter of credit dispute.
7/21/17	Paul Ketz	1.20	Compile and coordinate production documents (1.1); correspond with B. Ryan re same (.1).
7/21/17	Anna G Rotman, P.C.	1.00	Correspond with K&E team re trial strategy (.3); review, analyze trial brief (.7).
7/21/17	Sarah E Williams	4.60	Research and analyze case law re legal and strategic considerations re claims estimation litigation (4.2); prepare summary of findings of same (.4).
7/21/17	Chris Seaman	1.50	Coordinate document production.

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

25 - Adversary Proceedings, Contested Matters

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/21/17	Ravi Shankar	6.90	Telephone conference with potential experts and supervise research re R. Gurman (1.6); prepare for and participate in telephone conference with Milbank re NRG's document search terms and production and analyze next steps (1.5); correspond with Baker Botts re scheduling fact investigation call for AlixPartners (.2); telephone conference with B. Arnault re trial briefs (.2); review and analyze diligence materials and correspond with K&E team re same (1.3); revise stipulation in New York lawsuits and finalize same (.5); telephone conference with litigation counsel for Natixis and counsel for owner lessors re Natixis' response to owner lessors' subpoena (.6); conference with K&E team re Natixis' subpoena response (.3); draft letter to owner lessors re topics for individual deponents (.7).
7/21/17	Brendan Ryan	2.50	Review and analyze documents re request for production (1.0); review and analyze diligence materials filings re litigation considerations (.7); correspond with C. McCloskey re same (.3); correspond with litigation support re same (.5).
7/21/17	Jamie A Aycock	7.80	Correspond with K&E team re 10Q report (.7); research case and statutory law re litigation issues (5.4); correspond with S. Williams re same (.4); correspond with A. Mena re leveraged lease dispute (.5); correspond with K. Young re same (.8).
7/22/17	William E Arnault, IV	1.20	Revise trial brief outline.
7/22/17	Paul Ketz	1.20	Compile and summarize document production (.8); correspond with R. Shankar re same (.1); coordinate update of document database (.3).

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

25 - Adversary Proceedings, Contested Matters

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/22/17	Ravi Shankar	2.70	Review and analyze documents and draft and send document review issues list to B. Arnault (2.3); correspond with K&E litigation team re potential expert R. Gurman and supervise research re R. Gurman (.2); coordinate deadlines for GenOn's document productions (.2).
7/23/17	David Seligman, P.C.	.80	Correspond with K&E team re letter of credit dispute litigation strategies.
7/23/17	Stephen C Hackney, P.C.	1.50	Prepare for and participate in telephone conference with W. Arnault, R. Shankar, D. Seligman, A. Rotman, S. Serajeddini and J. Aycock re expert disclosures.
7/23/17	William E Arnault, IV	.80	Telephone conference with K&E team re expert opinions.
7/23/17	Anna G Rotman, P.C.	.80	Correspond with K&E team re expert strategy.
7/23/17	Chris Seaman	.50	Coordinate document production.
7/23/17	Ravi Shankar	8.00	Review and analyze strategy re search term proposals to owner lessors and correspond internally re same (.5); correspond with opposing counsel re meet and confer (.3); telephone conference with K&E teams re case strategy (.7); draft 30(b)(6) responses and conference with Baker Botts re same (1.8); review, analyze documents for production (4.7).
7/23/17	Jamie A Aycock	.80	Correspond with K&E team re expert strategy.
7/24/17	David Seligman, P.C.	2.60	Analyze leveraged lease restructuring strategies and materials (1.6); correspond with K&E team re letter of credit dispute (.7); telephone conference with professionals re same (.3).
7/24/17	Andres C Mena, P.C.	1.20	Correspond with S. Serajeddini re leveraged lease dispute (.5); correspond with K&E team re same (.7).



Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

25 - Adversary Proceedings, Contested Matters

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/24/17	Stephen C Hackney, P.C.	8.50	Prepare for and participate in expert interview with R. Shankar and J. Aycock (1.5); prepare for and participate in telephone conference with K. Carmody, R. Shankar, A. Rotman, W. Arnault and J. Aycock (1.5); review and analyze leveraged lease and related information re estimation motion (5.5).
7/24/17	William E Arnault, IV	2.90	Telephone conference with expert (.4); prepare for same (.4); conference with S. Hackney and R. Shankar re case status (.5); telephone conference with A. Mena, A. Rotman, J. Haycock, S. Hackney and R. Shankar re Natixis L/C (.6); review and respond to discovery correspondence (1.0).
7/24/17	Kenneth A Young	.90	Review, analyze materials re letter of credit dispute (.6); telephone conference with fact witnesses re same (.3).
7/24/17	Kelli Mulder	.30	Telephone conference with K&E team re estimation motion.
7/24/17	Maranda Mitchell	.80	Review and summarize corporate entity diligence (.6); correspond with R. Shankar re same (.2).
7/24/17	Paul Ketz	2.70	Compile diligence (1.7); revise database re same (.8); correspond with B. Ryan re same (.1); correspond with R. Shankar re document production (.1).
7/24/17	Christopher Hayes	1.50	Correspond with K&E team re claims estimation litigation (.3); review, comment on default letter (.7); correspond with K&E team re same (.2); telephone conference with R. Shankar re same (.3).
7/24/17	Gene Goldmintz	1.50	Draft, revise letter of default.
7/24/17	Anna G Rotman, P.C.	1.00	Correspond with A. Mena re Natixis credit agreement (.5); telephone conference with McKinsey re expert analysis (.5).

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

25 - Adversary Proceedings, Contested Matters

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/24/17	Chris Seaman	1.50	Coordinate document production (.5); prepare and compile production documents for review (1.0).
7/24/17	Daniel Latona	.50	Draft notice of default.
7/24/17	Ravi Shankar	13.80	Draft 30(b)(6) responses and conference re same (3.4); supervise filing stipulation staying New York lawsuits (.5); schedule AlixPartners witness interview (.3); review and analyze documents and strategize and correspond with Curtis Mallet re same (3.5); telephone conferences with McKinsey and R. Gurman re expert analysis and strategize re same (1.2); discuss strategy re witness scheduling with K&E team (.3); conference with opposing counsel and strategize following same (1.5); draft and send letter to Milbank re individual deponents (.7); review and analyze services agreement documents for production (2.4).
7/24/17	Brendan Ryan	4.50	Review, analyze materials for responsiveness and privilege (4.0); correspond with R. Shankar re responsiveness of particular documents (.5).
7/24/17	Mark Adler	.20	Review and analyze forbearance agreement.
7/24/17	Jamie A Aycock	6.80	Telephone conference with K&E team re litigation issues (1.0); analyze same (5.0); draft correspondence re next steps for expert reports (.8).
7/25/17	Stephen C Hackney, P.C.	4.50	Prepare for depositions and expert reports (3.0); review and analyze background materials re same (1.5).
7/25/17	William E Arnault, IV	1.50	Review and analyze correspondence re discovery (1.0); review and analyze research re same (.5).
7/25/17	Paul Ketz	1.60	Compile and circulate document production (1.3); update database re same (.2); correspond with R. Shankar re same (.1).

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

25 - Adversary Proceedings, Contested Matters

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/25/17	Gene Goldmintz	.40	Revise notice of default letter.
7/25/17	Chris Seaman	.80	Prepare and compile production documents for review.
7/25/17	Jigna Dalal	.40	Coordinate production document review.
7/25/17	Ravi Shankar	9.00	Supervise analysis of U.S. Bank's Minnesota lawsuit (.5); schedule depositions and strategize re same (.6); draft response to Milbank's letter re knowledgeable witnesses (1.1); telephone conferences re discovery responses (.4); prepare and supervise production of documents (3.1); prepare outline of trial brief arguments (.6); draft 30(b)(6) deposition notices to owner lessors (.9); revise 30(b)(6) responses (1.8).
7/25/17	Brendan Ryan	5.70	Review and analyze production materials for responsiveness and privilege (4.0); redact privileged portions of responsive production materials (.6); review, analyze filings in Minnesota TIP action (.5); review, analyze Minnesota statutes underlying Minnesota TIP action (.6).
7/25/17	Jamie A Aycock	5.70	Analyze legal issues related to claims estimation litigation (5.2); correspond with K&E team re research re same (.5).
7/26/17	Stephen C Hackney, P.C.	3.50	Review and analyze background documents re contested matters.
7/26/17	Maureen McCarthy	.80	Finalize and file notice to take depositions of owner lessor re estimation motion.
7/26/17	William E Arnault, IV	2.70	Conference with S. Hackney and R. Shankar re case status (.8); prepare for same (.4); review and analyze correspondence re discovery and depositions (1.5).
7/26/17	Antonio Soto	2.10	Coordinate document production and privilege logs (1.3); correspond with K&E team re same (.8).

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

25 - Adversary Proceedings, Contested Matters

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/26/17	Paul Ketz	5.00	Coordinate and circulate document production and privilege logs (4.7); telephone conference re same (.1); correspond with R. Shankar re same (.2).
7/26/17	Sarah E Williams	.10	Correspond with K&E team re litigation issues.
7/26/17	Chris Seaman	1.00	Coordinate document production review and analysis.
7/26/17	Ravi Shankar	7.80	Draft Rule 30(b)(6) deposition topics to owner lessors (1.3); prepare production of discovery materials (1.1); conference with AlixPartners re litigation issues (.3); revise 30(b)(6) responses and correspond with K&E team re designation strategy (3.4); facilitate R. Gurman's expert analysis and conference with R. Gurman (.3); finalize 30(b)(6) notice to owner lessors (.7); prepare for and participate in office conference with K&E team re case strategy (.7).
7/26/17	Brendan Ryan	5.60	Draft memorandum re discovery materials (1.0); review and analyze production materials for responsiveness and privilege (4.0); correspond with R. Shankar re same (.6).
7/26/17	Jamie A Aycock	8.70	Review and analyze draft outline for trial brief and correspond with K&E team re legal and strategic considerations re same (4.2); conference with M. Rule re litigation issues (.5); analyze same and related documents (4.0).
7/27/17	Andres C Mena, P.C.	3.50	Correspond with K&E team, client re leveraged lease dispute agreements (.6); revise same (2.2); correspond with S. Serajeddini and Paul Weiss re same (.7).
7/27/17	Stephen C Hackney, P.C.	1.00	Conferences with W. Arnault and R. Shankar re discovery status.

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

25 - Adversary Proceedings, Contested Matters

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/27/17	William E Arnault, IV	2.30	Conference with M. Rule re case status (.5); conference with R. Shankar re case status (.5); review and analyze discovery correspondence (1.3).
7/27/17	Antonio Soto	3.80	Coordinate document production (3.3); revise privilege logs re same (.5).
7/27/17	Kenneth A Young	1.30	Review and analyze letter of credit legal argument re contested matters.
7/27/17	Paul Ketz	5.20	Correspond with AlixPartners re document production (1.0); coordinate update production database re same (.4); correspond with Milbank and Baker Botts re same (.1); correspond with Goodwin re same (.1); correspond with Curtis Mallet re same (.1); compile documents for review (.4); update document production database (2.3); coordinate document production (.2); correspond with R. Shankar re same (.2); correspond with Baker Botts re same (.1); correspond with AlixPartners re same (.3).
7/27/17	Gene Goldmintz	4.30	Revise, circulate settlement agreement (1.2); revise, circulate notice of default (2.4); multiple correspondence with K&E team re same (.7).
7/27/17	Chris Seaman	2.00	Compile and circulate production documents for review.
7/27/17	Daniel Latona	3.10	Review and analyze case and statutory law re litigation issues.

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

25 - Adversary Proceedings, Contested Matters

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/27/17	Ravi Shankar	8.90	Review and analyze draft due diligence responses (.7); prepare materials for production (2.6); conference with Rothschild re serving as 30(b)(6) witness (.5); conference with Norton Rose and Hayes & Boones re Natixis production (.4); strategize re 30(b)(6) designations (.2); draft response to opposing counsel's letter re potential witnesses (1.4); review and analyze interpretation agreement (.8); review and analyze Intralinks documents for production (2.3).
7/27/17	Brendan Ryan	6.20	Review, analyze production materials (2.5); draft memorandum for litigation team re same (1.0); review, analyze filings in Minnesota TIP action (2.0); outline strategic considerations re same (.7).
7/28/17	Stephen C Hackney, P.C.	2.00	Conferences with R. Shankar and W. Arnault re discovery status (.7); review and analyze background documents (1.3).
7/28/17	Katelyn Ye	.10	Compile, circulate production documents for review.
7/28/17	William E Arnault, IV	1.20	Review and respond to discovery correspondence.
7/28/17	Antonio Soto	5.50	Compile and circulate requested production documents (1.5); coordinate document production (3.7); correspond with K&E team re same (.3).
7/28/17	Kenneth A Young	.50	Review and analyze state court pleadings re contested matters.

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

25 - Adversary Proceedings, Contested Matters

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/28/17	Paul Ketz	5.40	Coordinate production and service document production (1.4); correspond with Davis Polk re same (.1); coordinate document production (1.0); correspond with Curtis Mallet, Goodwin, Milbank, Baker Botts and AlixPartners re same (.7); coordinate and compile document production (1.8); correspond with Milbank, Baker Botts and AlixPartners re same (.4).
7/28/17	Anna G Rotman, P.C.	1.50	Review pleadings underlying Natixis letter of credit lawsuit.
7/28/17	Chris Seaman	1.00	Coordinate document production.
7/28/17	Ravi Shankar	9.40	Review and analyze strategy re deposition schedule (.6); review and analyze memorandum re U.S. Bank's lawsuit and consider related strategy (.9); prepare GenOn document production (1.3); draft 30(b)(6) objections and correspond with Baker Botts re same (.8); telephone conference with Davis Polk re litigation strategy (.5); conference with R. Gurman re expert report (.4); finalize and send letter to opposing counsel re individual witnesses (.7); correspond with K&E team re discovery (.5); review and analyze NRG's document production and prepare case chronology (3.7).
7/28/17	Brendan Ryan	1.00	Draft memorandum re Minnesota TIP action.
7/28/17	Jamie A Aycock	6.40	Correspond with R. Shankar re diligence materials (.3); review documents and prepare for witness preparation of G. Garcia (3.1); review and analyze documents and develop strategy re claims estimation litigation (3.0).
7/29/17	Paul Ketz	.70	Coordinate update of document production database.
7/29/17	Chris Seaman	2.00	Coordinate document production.

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

25 - Adversary Proceedings, Contested Matters

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/29/17	Jamie A Aycock	5.60	Review and analyze documents (3.2); prepare for witness preparation of G. Garcia (2.4).
7/30/17	Paul Ketz	.50	Coordinate update of document production database.
7/30/17	Chris Seaman	2.00	Coordinate document production.
7/30/17	Ravi Shankar	9.40	Review and analyze NRG's and owner lessors' document production and prepare case chronology.
7/30/17	Jamie A Aycock	5.90	Review and analyze documents re contested matters (3.2); prepare for witness preparation of G. Garcia (2.5); correspond with M. Jackson re creation of binder for witness preparation (.2).
7/31/17	David Seligman, P.C.	1.40	Multiple correspondence with K&E team re leverage lease dispute strategies, diligence and related matters.
7/31/17	Stephen C Hackney, P.C.	2.50	Conference with W. Arnault and R. Shankar re case strategy and deposition scheduling (1.0); correspond with D. Seligman re same (.5); review and analyze documents re same (1.0).
7/31/17	William E Arnault, IV	2.30	Telephone conference with S. Hackney and R. Shankar re litigation issues (.6); conference with R. Shankar re depositions (.5); review and analyze correspondence re depositions and discovery (1.2).
7/31/17	Antonio Soto	.20	Correspond with case team re compiling expert materials.
7/31/17	Kenneth A Young	1.10	Analyze and prepare for deposition preparation (.8); telephone conference with co-counsel re deposition preparation and documents (.3).
7/31/17	Kelli Mulder	.30	Review and analyze team correspondence re estimation motion (.2); correspond with R. Shankar re upcoming witness binders (.1).



Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

25 - Adversary Proceedings, Contested Matters

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/31/17	Paul Ketz	3.90	Correspond with R. Shankar re document production (.1); coordinate and summarize same (3.8).
7/31/17	Gene Goldmintz	.40	Correspond with K&E team re notice letter.
7/31/17	Chris Seaman	2.00	Compile, circulate production documents.
7/31/17	Melinda Jackson	9.30	Analyze, compile deposition materials (7.2); correspond with J. Aycock re same (.8); conference with K&E team re delivery of same (1.3).
7/31/17	Ravi Shankar	11.30	Prepare for G. Garcia deposition and review and analyze related documents (4.8); review and analyze documents (3.3); prepare for and participate in office conference with K&E team re discovery disputes and deposition strategy (.6); telephone conference with company re case status and strategy update (.5); review and analyze edits from Baker Botts to 30(b)(6) responses and finalize and serve same (1.4); correspond with K&E team re litigation strategy (.4); supervise preparation of witness binders (.3).
7/31/17	Jamie A Aycock	6.00	Review and analyze documents re contested matters (2.7); prepare for witness preparation of G. Garcia (3.0); telephone conference with R. Harper and R. Shankar to coordinate re witness preparation of G. Garcia (.3).
		932.50	TOTAL HOURS

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle Street  
Chicago, Illinois 60654

FEIN 36-1326630

September 1, 2017

GenOn Energy, Inc.  
211 Carnegie Center  
Princeton, NJ 08540

Attention: Brian Curci

**Invoice Number: 5161144**  
**Client Matter: 26173-26**

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**In the matter of Automatic Stay Matters**

For legal services rendered through July 31, 2017  
(see attached Description of Legal Services for detail) \$ 28,953.50

For expenses incurred through July 31, 2017  
(see attached Description of Expenses for detail) \$ .00

Total legal services rendered and expenses incurred \$ 28,953.50

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

26 - Automatic Stay Matters

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Jeremy Evans	13.60	835.00	11,356.00
Julia Foster	.30	240.00	72.00
AnnElyse Gibbons	3.90	905.00	3,529.50
Christopher Hayes	1.20	905.00	1,086.00
Daniel Latona	.50	555.00	277.50
Daniel Latona	13.70	645.00	8,836.50
Maureen McCarthy	2.70	390.00	1,053.00
Carrie Oppenheim	.20	380.00	76.00
Alyssa B Russell	.30	735.00	220.50
Brendan Ryan	.80	810.00	648.00
Ravi Shankar	1.70	845.00	1,436.50
Ravi Shankar	.40	905.00	362.00
<b>TOTALS</b>	<b>39.30</b>		<b>\$ 28,953.50</b>

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

26 - Automatic Stay Matters

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
6/14/17	Ravi Shankar	.80	Review and analyze notice of suggestion of bankruptcy (.2); draft notice of suggestion of bankruptcy for owner lessors' lawsuit and supervising filing same (.6).
6/16/17	Ravi Shankar	.40	Draft and supervise filing of suggestion of bankruptcy for Delaware litigation.
6/19/17	Ravi Shankar	.20	Telephone conference with Baker Botts re strategy for staying Delaware litigation.
6/20/17	Ravi Shankar	.20	Correspond with K&E bankruptcy team re strategy for staying Delaware litigation.
6/22/17	Daniel Latona	.50	Analyze, revise notice of commencement of bankruptcy proceedings.
6/23/17	Ravi Shankar	.10	Review and analyze filed letter from NRG re stay in Delaware Litigation.
7/01/17	AnnElyse Gibbons	.70	Review and comment on automatic stay pleadings (.6); correspond with K&E team re same (.1).
7/05/17	Jeremy Evans	.90	Review and analyze MDL stay relief motion (.5); correspond with company re same (.4).
7/06/17	Daniel Latona	1.50	Review, analyze motion to lift automatic stay and motion opposing severance (.9); telephone conference with K&E team, company and outside counsel re same (.6).
7/06/17	Jeremy Evans	.80	Review and analyze Midwest plaintiff stay relief motion.
7/07/17	Daniel Latona	1.50	Telephone conference with K&E team re motion to lift automatic stay (.2); correspond with K&E team re same (.6); review, analyze second lift-stay motion (.5); correspond with K&E team re same (.2).

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

26 - Automatic Stay Matters

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/07/17	Ravi Shankar	.40	Conference with K&E team re motions to lift stay.
7/08/17	AnnElyse Gibbons	.90	Review and analyze automatic stay motion (.6); correspond with K&E team re next steps re same (.3).
7/08/17	Jeremy Evans	1.00	Research re automatic stay matters (.7); correspond with A. Gibbons and S. Serajeddini re same (.3).
7/10/17	Carrie Oppenheim	.20	Review and analyze precedent re proposed agreed stay orders.
7/10/17	Alyssa B Russell	.20	Correspond with K&E team re lift stay motion.
7/10/17	Julia Foster	.30	Research precedent re orders lifting automatic stay.
7/10/17	Christopher Hayes	.40	Correspond and telephone conference with K&E team re strategy re automatic stay.
7/10/17	Daniel Latona	5.40	Review, analyze case law re violation of automatic stay (2.5); correspond with J. Evans re same (.2); telephone conference with company re lift-stay motions (.5); review, analyze precedent re agreed orders to lift automatic stay (2.2).
7/10/17	Jeremy Evans	3.70	Telephone and office conferences with company, D. Latona and A. Gibbons re MDL stay relief motions (2.7); review and analyze same (1.0).
7/12/17	Daniel Latona	2.10	Draft, revise agreed order re automatic stay (1.9); conference and correspond with K&E team re same (.2).
7/12/17	Jeremy Evans	1.30	Telephone and office conferences with D. Latona, A. Gibbons re MDL stay relief (.8); review and revise proposed agreed order re same (.5).

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

26 - Automatic Stay Matters

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/13/17	Christopher Hayes	.30	Review, comment on lift stay agreed order and correspond with K&E team re same.
7/14/17	Alyssa B Russell	.10	Correspond with C. Hayes re precedent re lift stay order.
7/14/17	Christopher Hayes	.30	Correspond with K&E team re agreed lift stay order and comment on same.
7/14/17	Daniel Latona	.80	Revise lift-stay order and correspond with K&E team re same.
7/16/17	Daniel Latona	.70	Draft, revise reservation of rights re lift stay motions.
7/17/17	AnnElyse Gibbons	.70	Correspond with K&E team re lift stay order (.2); revise same (.5).
7/17/17	Jeremy Evans	.80	Conference with K&E team re response and resolution to Midwest plaintiffs' stay relief motions.
7/17/17	Brendan Ryan	.80	Review and revise agreed stay relief order and reservation of rights submission re Natural Gas Litigation Plaintiffs motions for relief from the automatic stay.
7/20/17	Christopher Hayes	.20	Correspond with K&E team, opposing counsel re agreed stay order.
7/20/17	Jeremy Evans	2.50	Review and revise proposed agreed order lifting stay for MDL plaintiffs (1.7); correspond with K&E team, company re same (.8).
7/21/17	Maureen McCarthy	1.90	Draft, revise and finalize notice of filing of agreed order lifting automatic stay re Natural Gas Litigation Midwest Class Plaintiffs (1.2); prepare and file same (.3); finalize and file Debtors' statement of no objection and reservation of rights re same (.4).

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

26 - Automatic Stay Matters

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/21/17	AnnElyse Gibbons	.70	Correspond with K&E team, company and counterparty re lift stay stipulation (.3); review same (.2); prepare same for filing (.2).
7/24/17	Daniel Latona	.50	Draft, revise stipulation and order re motion to lift automatic stay.
7/24/17	Jeremy Evans	.50	Review and revise agreed order and stipulation re stay relief.
7/25/17	AnnElyse Gibbons	.30	Review and revise automatic stay order (.2); correspond with counterparty re same (.1).
7/28/17	Maureen McCarthy	.80	Draft notice of filing of GenOn and reorganized FLI, Inc. stipulation and agreed order granting relief from automatic stay.
7/28/17	Daniel Latona	.30	Review, revise agreed lift stay order and correspondence re same.
7/31/17	AnnElyse Gibbons	.60	Correspond with opposing counsel re automatic stay (.3); review and revise lift stay order (.3).
7/31/17	Daniel Latona	.90	Review, revise agreed order re automatic stay (.7); correspond with J. Evans re same (.2).
7/31/17	Jeremy Evans	2.10	Revise and finalize Farmland stipulation lifting automatic stay (1.6); telephone conferences with A. Gibbons, C. Rubio re same (.5).
		39.30	TOTAL HOURS

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle Street  
Chicago, Illinois 60654

FEIN 36-1326630

September 1, 2017

GenOn Energy, Inc.  
211 Carnegie Center  
Princeton, NJ 08540

Attention: Brian Curci

**Invoice Number: 5161146**  
**Client Matter: 26173-28**

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## In the matter of Hearings

For legal services rendered through July 31, 2017  
(see attached Description of Legal Services for detail) \$ 207,985.00

For expenses incurred through July 31, 2017  
(see attached Description of Expenses for detail) \$ .00

Total legal services rendered and expenses incurred \$ 207,985.00



Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

28 - Hearings

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Jamie A Aycock	2.90	930.00	2,697.00
Ryan Besaw	2.40	240.00	576.00
Alexander Burdulia	20.60	555.00	11,433.00
Alexander Burdulia	3.50	645.00	2,257.50
Jeremy Evans	10.50	735.00	7,717.50
Jeremy Evans	7.40	835.00	6,179.00
Julia Foster	9.90	240.00	2,376.00
AnnElyse Gibbons	19.50	835.00	16,282.50
AnnElyse Gibbons	4.00	905.00	3,620.00
Gene Goldmintz	4.60	645.00	2,967.00
Scott J Gordon	1.30	1,495.00	1,943.50
Stephen C Hackney, P.C.	33.00	1,225.00	40,425.00
Christopher Hayes	4.40	835.00	3,674.00
Christopher Hayes	2.50	905.00	2,262.50
Daniel Latona	19.40	555.00	10,767.00
Daniel Latona	1.20	645.00	774.00
Maureen McCarthy	15.90	390.00	6,201.00
Kelli Mulder	2.50	810.00	2,025.00
Anna G Rotman, P.C.	3.50	1,165.00	4,077.50
Alyssa B Russell	13.00	645.00	8,385.00
David Seligman, P.C.	18.40	1,410.00	25,944.00
Steven Serajeddini	15.60	1,035.00	16,146.00
Ravi Shankar	12.10	845.00	10,224.50
Ravi Shankar	2.10	905.00	1,900.50
Allyson Smith	9.50	555.00	5,272.50
Allyson Smith	4.00	645.00	2,580.00
Will E Thomas	5.50	330.00	1,815.00
Walter B Winger	7.50	995.00	7,462.50
<b>TOTALS</b>	<b>256.70</b>		<b>\$ 207,985.00</b>

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

28 - Hearings

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
6/14/17	David Seligman, P.C.	4.50	Prepare for first day hearing re talking points and revise strategies points.
6/14/17	Stephen C Hackney, P.C.	11.00	Prepare for first day hearing (3.9); correspond and conferences with M. McFarland re prepare for first day declarant and presentation (3.9); draft and revise outlines and strategies re same (3.2).
6/14/17	Maureen McCarthy	3.30	Revise and finalize first day hearing agenda (1.0); prepare hearing materials for first day hearing (2.3).
6/14/17	Alyssa B Russell	3.90	Review, revise first day hearing presentation (1.4); conferences and correspond with K&E team re same (.8); conferences and correspond with K&E team re first day hearing preparation (1.7).
6/14/17	Alexander Burdulia	9.60	Draft, review, and revise talking points re first day motions (5.0); conferences with K&E team re same (1.0); telephone conference with U.S. Trustee re first day motions (1.0); review and revise first day orders and further revise talking points re same (2.6).
6/14/17	Daniel Latona	10.00	Draft, review and revise talking points re first day motions (3.6); review, revise first day orders (3.8); conferences and correspond with K&E team re same (1.6); telephone conference with U.S. Trustee and K&E team re first day orders (1.0).
6/14/17	Ravi Shankar	4.10	Participate in direct exam preparation with M. McFarland (.8); conferences re first day hearing strategy (1.6); draft and finalize exhibit and witness list for first day hearing (.6); draft talking points re owner lessor dispute (.5); identify documents for first day hearing and supervise preparation of witness binders (.6).

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

28 - Hearings

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/15/17	David Seligman, P.C.	7.50	Prepare for first day hearing (1.2); review and revise talking points (.5); review and revise presentation re same (1.8); attend first day hearing (4.0).
6/15/17	Stephen C Hackney, P.C.	10.00	Prepare for and attend hearing (4.0); draft and revise strategies points (2.0); correspond and conferences with declarant re first day declaration (3.1); revise strategy points re owner lessor litigation (.9).
6/15/17	Will E Thomas	5.50	Provide trial technology support prior to and during courtroom hearing.
6/15/17	Maureen McCarthy	9.90	Prepare and finalize hearing materials for first day hearing (2.4); correspond with W. Thomas re technology support at first day hearing (.4); prepare clean and redline copies of orders re same (1.0); finalize thumb drive of same for court (1.0); attend first day hearing (4.3); prepare hearing materials for distribution from Court to Houston office (.8).
6/15/17	Steven Serajeddini	5.10	Prepare for and attend first day hearing (3.7); review and analyze issues re first day hearing (1.4).
6/15/17	Kelli Mulder	2.50	Attend web conference first-day hearing.
6/15/17	Alyssa B Russell	9.10	Attend first day hearing (3.2); prepare materials re same (1.0); conference and correspond with K&E team re same (4.4); telephone conference with K&E team and Ropes team re comments to first day orders (.5).
6/15/17	Julia Foster	7.00	Attend and assist attorneys with first day hearing (3.7); prepare materials for June 15, 2017 Hearing (2.6); prepare index for debtors' exhibits binder for R. Shankar (.7).

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

28 - Hearings

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/15/17	AnnElyse Gibbons	19.50	Prepare for first day hearing re review of transcripts and precedent orders (3.5); telephone conferences and correspond with client, K&E team, Ropes, Baker Botts, McKinsey and Rothschild re same (3.1); correspond and conferences with U.S. Trustee re same (.9); revise orders re comments from interested parties (1.1); review precedent and filed motions and order re same (3.8); revise talking points and presentations re hearing (2.3); correspond with M. McFarland re hearing (.4); attend hearing re same (4.4).
6/15/17	Christopher Hayes	4.40	Attend and present at first day hearing.
6/15/17	Allyson Smith	9.50	Attend first day hearing (4.0); prepare for same (5.5).
6/15/17	Alexander Burdulia	11.00	Review, analyze talking points re first day motions and conference with K&E team re same (1.0); prepare for first day hearing with K&E team (5.0); attend first day hearing (5.0).
6/15/17	Gene Goldmintz	4.60	Prepare for and attend first day hearing.
6/15/17	Daniel Latona	9.40	Prepare for first-day hearing (4.4); telephone conference with K&E team and Ropes re first-day orders (1.0); attend first-day hearing (4.0).
6/15/17	Jeremy Evans	10.50	Attend first day hearing (4.5); participate in post hearing conference with K&E restructuring (.5); prepare for first day hearing with K&E team, company, and advisors (5.5).
6/15/17	Ravi Shankar	8.00	Prepare for and participate in first day hearing (4.4); review and analyze local rules re hearings (.4); supervise preparation of witness binders for first day hearing (.4); finalize talking points re owner lessor dispute (.6); participate in continued direct exam preparation with M. McFarland (.7); participate in office conferences re first day hearing preparation (1.5).

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

28 - Hearings

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/05/17	David Seligman, P.C.	.70	Telephone conferences and correspond with K&E team re preparation for second day hearing and second day orders.
7/06/17	David Seligman, P.C.	.60	Telephone conferences and correspond with K&E team re preparation for second day hearing and second day orders.
7/07/17	David Seligman, P.C.	.50	Telephone conferences and correspond with K&E team re preparation for second day hearing and second day orders.
7/12/17	Steven Serajeddini	3.10	Prepare for and attend hearing re estimation motion (1.8); correspond and conference with K&E team re preparation for same (1.3).
7/13/17	Stephen C Hackney, P.C.	7.50	Prepare for second day hearing.
7/13/17	Walter B Winger	4.60	Draft talking points re second day hearing (1.9); research, analyze diligence materials, precedent re same (2.2); conferences with McKinsey, K&E team re same (.5).
7/13/17	Jeremy Evans	3.00	Prepare second day talking points.
7/14/17	David Seligman, P.C.	4.60	Attend second day hearing.
7/14/17	Stephen C Hackney, P.C.	4.50	Prepare for and participate in second day hearing.
7/14/17	Scott J Gordon	1.30	Telephonically attend second day hearing.
7/14/17	Maureen McCarthy	2.70	Attend second day hearing.
7/14/17	Steven Serajeddini	7.40	Prepare for and participate in second hearing and hearing re estimation motion (5.9); correspond and conference with K&E working group re same (1.5).
7/14/17	Walter B Winger	2.90	Participate in second day hearing.
7/14/17	Julia Foster	2.90	Attend second day hearing.
7/14/17	AnnElyse Gibbons	4.00	Prepare for and attend second day hearing.

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

28 - Hearings

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/14/17	Christopher Hayes	2.50	Telephonically attend second day hearing.
7/14/17	Allyson Smith	4.00	Attend second day hearing.
7/14/17	Alexander Burdulia	3.50	Attend second day hearing.
7/14/17	Anna G Rotman, P.C.	3.50	Attend second day hearing.
7/14/17	Ryan Besaw	2.40	Attend second day hearing.
7/14/17	Daniel Latona	1.20	Telephonically attend second day hearing.
7/14/17	Jeremy Evans	4.40	Attend second day hearing.
7/14/17	Ravi Shankar	2.10	Attend second day hearing.
7/14/17	Jamie A Aycock	2.90	Attend hearing on motion to estimate claims.
		256.70	TOTAL HOURS

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle Street  
Chicago, Illinois 60654

FEIN 36-1326630

September 1, 2017

GenOn Energy, Inc.  
211 Carnegie Center  
Princeton, NJ 08540

Attention: Brian Curci

**Invoice Number: 5161147**  
**Client Matter: 26173-29**

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**In the matter of   Claims Administration and Objections**

For legal services rendered through July 31, 2017  
(see attached Description of Legal Services for detail) \$ 30,302.50

For expenses incurred through July 31, 2017  
(see attached Description of Expenses for detail)           \$ .00

Total legal services rendered and expenses incurred \$ 30,302.50

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

29 - Claims Administration and Objections

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Anthony C Abate	1.20	240.00	288.00
Ryan Besaw	1.40	240.00	336.00
AnnElyse Gibbons	2.70	905.00	2,443.50
Gene Goldmintz	22.80	735.00	16,758.00
Christopher Hayes	.40	905.00	362.00
Daniel Latona	7.00	645.00	4,515.00
Maureen McCarthy	2.70	390.00	1,053.00
Carrie Oppenheim	.30	380.00	114.00
Robert Orren	.30	340.00	102.00
Alyssa B Russell	3.20	735.00	2,352.00
Allyson Smith	.60	645.00	387.00
Walter B Winger	1.60	995.00	1,592.00
<b>TOTALS</b>	<b>44.20</b>		<b>\$ 30,302.50</b>



Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

29 - Claims Administration and Objections

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
7/08/17	AnnElyse Gibbons	.30	Correspond with K&E team re bar date and notices.
7/10/17	Alyssa B Russell	.60	Research and analyze proof of claim precedent (.5); correspond with K&E team re same (.1).
7/10/17	Gene Goldmintz	6.90	Coordinate bar date notice (.4); draft claims bar date motion (5.9); circulate same to K&E team (.2); correspond with K&E team re related timeline (.4).
7/10/17	Anthony C Abate	1.20	Draft template re bar date order and publication notice for G. Goldmintz (.8); draft template re bar date motion re same (.4).
7/11/17	Robert Orren	.30	Telephone conference with claimant re proof of claim inquiry.
7/11/17	Gene Goldmintz	3.90	Correspond with K&E team re bar date motion (.1); revise same (.5); review, analyze local rules re filing deadlines (.9); correspond with J. Weber re same (.4); revise bar date motion (2.0).
7/12/17	Maureen McCarthy	.80	Search and distribute precedent re claims.
7/12/17	Carrie Oppenheim	.30	Review and analyze precedent re confidential proof of claim matters.
7/12/17	Gene Goldmintz	1.20	Review and analyze bar date motion (.9); circulate same to K&E team (.3).
7/12/17	Ryan Besaw	.30	Search and distribute precedent re confidential proof of claim matters.
7/14/17	Maureen McCarthy	.60	Search and distribute precedent re confidential proof of claim matters.
7/14/17	Alyssa B Russell	.60	Review, analyze precedent re confidential proof of claim matter (.4); correspond with M. McCarthy and C. Hayes re same (.2).

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

29 - Claims Administration and Objections

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/17/17	Maureen McCarthy	.50	Prepare confidential proof of claim document.
7/17/17	Gene Goldmintz	1.40	Revise bar date motion (.7); circulate same to K&E team (.2); correspond with S. Serajeddini re same (.4); circulate same to A. Smith (.1).
7/18/17	Alyssa B Russell	1.50	Draft confidential proof of claim document (.6); correspond with K&E team re same (.2); compile list for same (.7).
7/18/17	AnnElyse Gibbons	.60	Review and revise bar date motion (.2); review and analyze precedent re same (.2); correspond with G. Goldmintz re same (.2).
7/18/17	Allyson Smith	.60	Review and revise bar date motion.
7/18/17	Gene Goldmintz	2.30	Revise bar date motion (1.4); correspond with A. Gibbons re same (.5); circulate same to parties in interest (.4).
7/19/17	Alyssa B Russell	.30	Draft confidential proof of claim document (.2); correspond with C. Hayes re same (.1).
7/19/17	Christopher Hayes	.40	Correspond with A. Russell re claims matters.
7/20/17	AnnElyse Gibbons	.70	Review and revise bar date motion (.5); correspond with G. Goldmintz re same (.2).
7/20/17	Gene Goldmintz	2.60	Revise bar date motion (2.2); circulate same to A. Gibbons (.1); correspond with A. Gibbons re same (.3).
7/21/17	Maureen McCarthy	.80	Prepare bar date motion for filing.
7/21/17	Walter B Winger	1.60	Review, revise claims bar date motion (.9); research, analyze precedent, diligence materials re same (.5); correspond with K&E team re same (.2).
7/21/17	AnnElyse Gibbons	1.10	Correspond with parties re bar date order (.1); review and revise re same (.5); review and analyze precedent re same (.3); correspond with G. Goldmintz re same (.2).

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

29 - Claims Administration and Objections

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/21/17	Gene Goldmintz	2.90	Revise, prepare for filing claims bar date motion (2.4); correspond with Z. Clement re same (.5).
7/24/17	Gene Goldmintz	1.60	Revise bar date motion (.8); prepare same for filing (.3); correspond with K&E team, local counsel re same (.4); correspond with claimant re same (.1).
7/24/17	Ryan Besaw	1.10	Review, revise claims bar date motion and notice re same (.7); prepare, file, serve same (.4).
7/26/17	Alyssa B Russell	.20	Correspond with C. Hayes and A. Gibbons re claims matter.
7/28/17	Daniel Latona	6.50	Research case and statutory law re confidential matter.
7/31/17	Daniel Latona	.50	Draft summary re intercompany claims.
		44.20	TOTAL HOURS

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle Street  
Chicago, Illinois 60654

FEIN 36-1326630

September 1, 2017

GenOn Energy, Inc.  
211 Carnegie Center  
Princeton, NJ 08540

Attention: Brian Curci

**Invoice Number: 5161148**  
**Client Matter: 26173-30**

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## In the matter of Executory Contracts and Unexpired Leases

For legal services rendered through July 31, 2017 (see attached Description of Legal Services for detail)	\$ 53,119.50
For expenses incurred through July 31, 2017 (see attached Description of Expenses for detail)	<u>          \$ .00</u>
Total legal services rendered and expenses incurred	\$ 53,119.50

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

30 - Executory Contracts and Unexpired Leases

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Brandon Bishoff	.50	645.00	322.50
John G Caruso	.50	1,195.00	597.50
AnnElyse Gibbons	5.80	905.00	5,249.00
Gene Goldmintz	10.60	735.00	7,791.00
Scott J Gordon	16.00	1,495.00	23,920.00
Christopher Hayes	.20	835.00	167.00
Christopher Hayes	3.70	905.00	3,348.50
Daniel Latona	7.40	555.00	4,107.00
Daniel Latona	4.40	645.00	2,838.00
David Seligman, P.C.	.60	1,410.00	846.00
Steven Serajeddini	3.80	1,035.00	3,933.00
<b>TOTALS</b>	<b>53.50</b>		<b>\$ 53,119.50</b>

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

30 - Executory Contracts and Unexpired Leases

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
6/15/17	Brandon Bishoff	.50	Prepare, edit and revise schedule of agreements re leased assets.
6/19/17	Scott J Gordon	2.00	Correspond with K&E team re trading and supply contracts and analyze same (.2); draft amendment re ISDA (1.8).
6/20/17	Steven Serajeddini	3.80	Participate in conference with client re sublease issues (1.0); review and analyze same (2.8).
6/21/17	Scott J Gordon	2.00	Correspond with counterparties and draft amendment provisions re adequate assurance of continuing performance under supply and trading contracts (1.4); telephone conference and correspond with client and K&E team re same (.6).
6/22/17	John G Caruso	.50	Review, analyze mortgage release documents.
6/22/17	Scott J Gordon	1.70	Draft, analyze and correspond with client and K&E team re adequate assurance to trading and procurement counterparties.
6/26/17	Scott J Gordon	1.50	Draft correspondence re adequate assurance re transportation agreement (.6); review, revise re ISDA amendment (.7); correspond with J. Bys and K. Masucci re same (.2).
6/26/17	Daniel Latona	4.30	Review, analyze contract re power plant facility (1.0); draft summary re same (.2); review, analyze case law and secondary sources re same (3.1).
6/27/17	Scott J Gordon	.20	Correspond with K. Masucci re coal agreement.
6/27/17	Daniel Latona	3.10	Review, analyze case law and secondary sources re enforceability of contract provision.

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

30 - Executory Contracts and Unexpired Leases

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/28/17	Scott J Gordon	2.30	Draft amendment to ISDA (1.4); correspond with K. Masucci and J. Bys re same (.2); correspond with K&E team re issuance of related letter of credit and analyze issues re same (.7).
6/28/17	Christopher Hayes	.20	Telephone conference with D. Latona re contracts.
6/29/17	Scott J Gordon	2.50	Review, revise ISDA amendment and related materials.
6/30/17	Scott J Gordon	2.00	Correspond with J. Bys re capacity trades (.4); correspond with K. Masucci re amendment to ISDA (.3); review and revise materials re same (1.3).
7/01/17	David Seligman, P.C.	.60	Telephone conferences and correspond with stakeholders re lease matters and conduct follow up diligence and correspondence re same.
7/02/17	Scott J Gordon	.20	Revise hedging waiver letter.
7/02/17	AnnElyse Gibbons	.50	Compile and review lease information re execution (.3); correspond with client re same (.2).
7/06/17	AnnElyse Gibbons	1.20	Telephone conference with S. Gordon and contract counterparty (.8); correspond with same re same and strategy (.4).
7/07/17	AnnElyse Gibbons	1.00	Telephone conference with company re California leases (.4); review and analyze same (.2); review and analyze case and statutory law research re same (.4)
7/07/17	Daniel Latona	.20	Telephone conference with company re expired lease.

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

30 - Executory Contracts and Unexpired Leases

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/14/17	Christopher Hayes	1.70	Correspond and telephone conference with K&E team McKinsey re lease payment issue (.6); conduct follow-up and analyze issues re same (.4); telephone conference and correspond with opposing counsel re same (.7).
7/17/17	Gene Goldmintz	3.20	Review, analyze correspondence re leases (.2); review, summarize same (2.4); correspond with K&E team re same (.6).
7/19/17	Christopher Hayes	1.20	Telephone conference and correspond with McKinsey re contracts analysis (.2); correspond with A. Gibbons re lease payment considerations (.3); follow-up analysis re same (.2); correspond and telephone conference with McKinsey, K&E team re contract schedules (.3); correspond with G. Goldmintz re same (.2).
7/19/17	Gene Goldmintz	3.00	Review, analyze unexpired lease (1.2); research case and statutory law re treatment of same (.6); summarize same (1.0); telephone conference with McKinsey re same (.2).
7/20/17	Christopher Hayes	.30	Correspond with K&E team re contracts analysis.
7/20/17	Daniel Latona	1.50	Telephone conferences with J. Evans re confidentiality provisions (.3); review, analyze contracts re same (1.2).
7/24/17	AnnElyse Gibbons	.90	Correspond with McKinsey and client re lease issues (.4); review analysis re same (.5).
7/24/17	Gene Goldmintz	.80	Analyze, summarize certain unexpired leases (.5); correspond with K&E team re same (.3).
7/24/17	Daniel Latona	.40	Revise summary re confidentiality provisions and correspond with K&E team re same.
7/25/17	Christopher Hayes	.30	Correspond and telephone conference with K&E team re contracts analysis.



Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

30 - Executory Contracts and Unexpired Leases

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/25/17	Gene Goldmintz	.60	Prepare for and participate in telephone conference with McKinsey team re executory contract analysis.
7/25/17	Daniel Latona	1.00	Correspond with J. Evans re confidentiality provisions (.1); draft summary re same (.9).
7/26/17	Christopher Hayes	.20	Telephone conference with G. Goldmintz re research re treatment of unexpired leases in bankruptcy.
7/26/17	Gene Goldmintz	.40	Draft legal contract summary.
7/27/17	Scott J Gordon	.50	Analyze and summarize certain hedging and trading contracts.
7/27/17	Daniel Latona	1.30	Draft, revise 365(d)(4) extension motion.
7/28/17	Scott J Gordon	1.00	Draft amendment to counterparty contract (.8); correspond with client re same (.2).
7/28/17	AnnElyse Gibbons	1.30	Telephone conference with G. Goldmintz and client re certain unexpired leases (.5); review and analyze summary re same (.8).
7/28/17	Gene Goldmintz	1.90	Review, analyze certain unexpired leases (.6); participate in telephone conference with A. Gibbons and client re same (.5); correspond with McKinsey re same (.3); research case and statutory law re treatment of executory contracts in bankruptcy (.5).
7/30/17	Gene Goldmintz	.70	Review, summarize certain unexpired leases.
7/31/17	Scott J Gordon	.10	Correspond with K&E team re counterparty contract amendment.
7/31/17	AnnElyse Gibbons	.90	Correspond with G. Goldmintz re certain unexpired leases (.4); review and analyze summary re same (.5).
		53.50	TOTAL HOURS

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle Street  
Chicago, Illinois 60654

FEIN 36-1326630

September 1, 2017

GenOn Energy, Inc.  
211 Carnegie Center  
Princeton, NJ 08540

Attention: Brian Curci

**Invoice Number: 5161149**  
**Client Matter: 26173-31**

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**In the matter of Use, Sale, or Lease of Property**

For legal services rendered through July 31, 2017  
(see attached Description of Legal Services for detail) \$ 249,961.50

For expenses incurred through July 31, 2017  
(see attached Description of Expenses for detail) \$ .00

Total legal services rendered and expenses incurred \$ 249,961.50

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

31 - Use, Sale, or Lease of Property

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Mark Adler	10.70	905.00	9,683.50
Shubi Arora, P.C.	2.70	1,295.00	3,496.50
Ryan Besaw	1.80	240.00	432.00
Alexander Burdulia	10.20	645.00	6,579.00
Andrew Calder, P.C.	5.00	1,475.00	7,375.00
Michael L Cerankowski	7.00	835.00	5,845.00
Marcelo de Antunano	1.00	645.00	645.00
Julia Foster	.60	240.00	144.00
AnnElyse Gibbons	3.90	835.00	3,256.50
AnnElyse Gibbons	3.10	905.00	2,805.50
Gene Goldmintz	2.10	645.00	1,354.50
Gene Goldmintz	19.70	735.00	14,479.50
Christopher Hayes	3.60	905.00	3,258.00
Erik Hepler	.80	1,195.00	956.00
Kim Hicks	6.90	1,035.00	7,141.50
Gregg G Kirchhoefer, P.C.	5.00	1,295.00	6,475.00
Daniel Latona	.10	645.00	64.50
Maureen McCarthy	3.80	390.00	1,482.00
Andres C Mena, P.C.	47.80	1,225.00	58,555.00
Samuel C Peca	3.50	995.00	3,482.50
Alyssa B Russell	.20	645.00	129.00
Laurie L Ruxton	14.30	390.00	5,577.00
Patrick J Samper	1.30	645.00	838.50
David Seligman, P.C.	15.80	1,410.00	22,278.00
Steven Serajeddini	5.80	1,035.00	6,003.00
Ravi Shankar	5.50	845.00	4,647.50
Stella Tang	6.90	735.00	5,071.50
Joseph Walker	.20	735.00	147.00
Walter B Winger	68.10	995.00	67,759.50
<b>TOTALS</b>	<b>257.40</b>		<b>\$ 249,961.50</b>

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

31 - Use, Sale, or Lease of Property

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
6/14/17	Laurie L Ruxton	.30	Correspond with M. Schaefer re confirmation of property details re Virginia site.
6/16/17	David Seligman, P.C.	2.00	Telephone conferences and correspond with team and client and stakeholders re leveraged leases.
6/16/17	Andres C Mena, P.C.	1.00	Review and analyze background materials on GenMA lease issues.
6/16/17	Laurie L Ruxton	.50	Review, analyze ownership and lien search results from title company.
6/16/17	Steven Serajeddini	4.70	Correspond with K&E working group re issues re GenMA (2.0); review and analyze same (.7); review and revise documents re same (2.0).
6/17/17	Andres C Mena, P.C.	1.50	Telephone conferences re GenMA issues (1.0); coordinate follow-up with K&E team (.5).
6/19/17	David Seligman, P.C.	.30	Telephone conferences with GenMA stakeholders re GenMA.
6/19/17	Andres C Mena, P.C.	1.00	Review, analyze pipeline issues (.6); correspond with bankruptcy team re same (.2); prepare summary email re legal considerations related thereto (.2).
6/19/17	Laurie L Ruxton	.50	Correspond with N. Payne re ownership and lien searches (.2); correspond with M. Schaefer re status of outstanding search results (.1); update status chart (.2).
6/19/17	AnnElyse Gibbons	.50	Correspond with board and K&E team re pipeline and sublease issues.
6/19/17	Ravi Shankar	1.70	Review and analyze correspondence from K&E restructuring and corporate teams re leveraged lease issues and review and analyze diligence materials re same.

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

31 - Use, Sale, or Lease of Property

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/20/17	David Seligman, P.C.	2.50	Telephone conferences and correspond with GenMA stakeholders re GenMA issues.
6/20/17	Andres C Mena, P.C.	6.50	Conference with Milbank and FTI re GenMA matters (4.5); correspond with K&E team and other professionals re same (1.0); telephone conference with company re update on owner lessor process and outstanding issues (1.0).
6/20/17	Laurie L Ruxton	1.60	Correspond with M. Schaefer re response to questions on specific PA parcels (.1); review, analyze prior title documents to verify properties (.3); review and organize search results (1.2).
6/20/17	Maureen McCarthy	1.30	Search and distribute precedent re 363 de minimis asset sale motion.
6/20/17	Julia Foster	.60	Research precedent re de minimi asset sale motions for attorney review.
6/20/17	AnnElyse Gibbons	2.40	Draft and revise board materials re sublease and pipeline (1.8); correspond with K&E and Rothschild teams re same (.6).
6/20/17	Ryan Besaw	1.10	Search and distribute de minimis asset sale motion precedent (.9); correspond with M. McCarthy re same (.2).
6/20/17	Ravi Shankar	2.50	Review and analyze leveraged lease documents and issues (.7); correspond with K&E restructuring and corporate teams re same (.7); telephone conference with Company team re case status (.5); supervise contract attorney document review for claims investigation (.4); correspond with Baker Botts re GenMA 2014 distribution (.2).
6/20/17	Marcelo de Antunano	1.00	Review and analyze participation agreement and indenture (.8); correspond with K&E team re same (.2).
6/20/17	Joseph Walker	.20	Correspond with US Bank and title company re mortgage release signature pages.

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

31 - Use, Sale, or Lease of Property

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/21/17	Laurie L Ruxton	1.30	Review and analyze ownership and lien search results from title company (.9); correspond with company re mortgage subordination (.2); draft letter re same (.2).
6/21/17	Maureen McCarthy	1.20	Search and distribute precedent re 363 de minimis asset sale motion.
6/21/17	Erik Hepler	.30	Telephone conference and correspond with A. Mena re GenMA issues.
6/21/17	AnnElyse Gibbons	1.00	Revise board materials re sublease and pipeline (.8); correspond with company and K&E teams re same (.2).
6/21/17	Ravi Shankar	.70	Review and analyze leveraged lease documents and issues.
6/22/17	Andres C Mena, P.C.	1.70	Review, analyze GenMa letter of credit and rent issues (1.0); review, analyze letters to indenture trustee re same (.5); correspond with K&E litigation team re same (.2).
6/22/17	Laurie L Ruxton	1.50	Review, analyze original signature pages to assignments and mortgages (.3); correspond with A. Mena, E. Hateley re same (.2); telephone conference with J. Caruso re same (.1); correspond with US Bank re listing of properties (.6); arrange for disposition of same (.1); correspond with E. Del Duca and T. O'Shea re final signed express maps, zip maps and zoning reports (.2).
6/22/17	Erik Hepler	.50	Review and analyze letter re payment of rent and letter of credit drawings.
6/23/17	David Seligman, P.C.	2.10	Prepare for and attend telephone conference with company re REMA pipeline (.5); telephone conferences and correspond with K&E team re leveraged lease strategies (1.6).
6/23/17	Andres C Mena, P.C.	1.00	Review, analyze sale and leaseback issues.

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

31 - Use, Sale, or Lease of Property

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/23/17	Laurie L Ruxton	1.00	Correspond with company re final invoices for express maps, zip maps and zoning reports (.2); review, analyze final signed zip maps and organize in property diligence files (.3); review, analyze ownership and lien search results (.5).
6/23/17	Ravi Shankar	.60	Telephone conference with company team re leveraged lease issues and related strategy (.5); telephone conference with Baker Botts re status of document production for claims investigation (.1).
6/26/17	David Seligman, P.C.	.30	Correspond with company re leveraged leases.
6/26/17	Andres C Mena, P.C.	.50	Review, analyze GenMa issues (.3); telephone conferences with company re same (.2).
6/26/17	Alyssa B Russell	.20	Revise letter re owner lessor rent and correspond with C. Hayes re same.
6/27/17	David Seligman, P.C.	1.30	Telephone conferences and correspond with K&E team and client re leveraged lease strategies.
6/27/17	Laurie L Ruxton	1.90	Correspond with M. Schaefer re status of ownership and lien searches (.1); review of listing of search results (.3); correspond with Commercial Due Diligence Services team members re final versions of Express Maps, zoning reports (.2); telephone conferences with T. O'Shea and T. D'Amico re payment of final invoice (.3); review, analyze additional ownership and lien search results on properties received from First American Title (1.0).
6/27/17	Gene Goldmintz	.90	Draft correspondence with company re asset sale transfers (.6); review, analyze de minimis asset sale motion precedent (.3).
6/28/17	Andres C Mena, P.C.	2.80	Review, analyze correspondence from Milbank (.5); correspond with bankruptcy team re strategy re rent payments (1.2); correspond with indenture trustee (1.1).

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

31 - Use, Sale, or Lease of Property

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/28/17	Laurie L Ruxton	2.50	Correspond with G. Ruggiero re filing and organization of ownership and lien searches on properties (.2); review and analyze search results (2.3).
6/28/17	Gene Goldmintz	.80	Telephone conference with company re potential asset transactions (.6); correspond with same re water rights (.2).
6/29/17	David Seligman, P.C.	2.40	Telephone conferences and correspond with K&E team re leveraged lease strategies.
6/29/17	Andres C Mena, P.C.	4.50	Review, analyze GenMA rent payment issues (1.5); telephone conference with K&E litigation team re same (.8); telephone conference with Paul Weiss re same (.7); telephone conference with Shipman & Goodwin re same (1.5).
6/29/17	Laurie L Ruxton	.50	Review, analyze new ownership and lien search results.
6/29/17	Gene Goldmintz	.40	Summarize contemplated asset transaction discussion (.3); correspond with C. Hayes and A. Gibbons re same (.1).
6/30/17	David Seligman, P.C.	2.60	Correspond with K&E team, company, and trustee re leveraged lease disputes.
6/30/17	Laurie L Ruxton	1.00	Review, analyze ownership and lien search results.
7/01/17	AnnElyse Gibbons	.60	Review, analyze correspondence from client and K&E team re ordinary course sales (.2); correspond with client and K&E team re same (.3); review proposal re same (.1).
7/02/17	Andres C Mena, P.C.	5.00	Review, analyze leveraged lease dispute materials; (1.0); multiple telephone conferences with Natixis' counsel re same (4.0).



Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

31 - Use, Sale, or Lease of Property

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/02/17	Walter B Winger	1.60	Review, analyze various GenMA contingency planning matters (.9); research, analyze diligence materials, precedent re same (.4); correspond with K&E team re same (.3).
7/02/17	Gene Goldmintz	.40	Review, analyze contingency matters re GenMA.
7/03/17	Andres C Mena, P.C.	2.50	Analyze leveraged lease issues (1.0); correspond with K&E team and Mayer Brown re same (1.5).
7/03/17	Walter B Winger	2.10	Review, analyze various GenMA contingency planning matters (1.1); research diligence materials, precedent re same (.6); correspond with K&E team re same (.4).
7/03/17	Gene Goldmintz	4.50	Review, analyze contingency matters re GenMA (4.1); telephone conference with B. Winger re same (.4).
7/04/17	Maureen McCarthy	.80	Correspond re contingency matter re GenMA.
7/04/17	Walter B Winger	2.90	Review, revise GenMA forbearance agreement (1.2); research, analyze diligence materials re same (.5); correspond with K&E team re same (.2); review, analyze various GenMA contingency planning issues (.5); research, analyze precedent diligence materials re same (.3); correspond with McKinsey, K&E team re same (.2).
7/04/17	AnnElyse Gibbons	.40	Correspond with client re open questions on settlements and leases.
7/04/17	Gene Goldmintz	1.80	Review, analyze contingency matters re GenMA (1.5); correspond with McKinsey re same (.3).
7/05/17	Walter B Winger	5.40	Review, revise GenMA forbearance agreement (3.4); research, analyze diligence materials, issues re same (1.4); correspond with Paul Weiss, S&G, K&E team re same (.6).

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

31 - Use, Sale, or Lease of Property

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/05/17	Gene Goldmintz	3.30	Review, analyze contingency matters re GenMA (2.2); prepare for and participate in telephone conference with B. Winger and McKinsey re same (.2); review, analyze diligence re same (.9).
7/05/17	Ryan Besaw	.30	Search and distribute precedent re contingency matters re GenMA (.2); correspond with G. Goldmintz re same (.1).
7/05/17	Michael L Cerankowski	1.50	Telephone conference re forbearance (.5); review, revise agreement re same (1.0).
7/06/17	Maureen McCarthy	.50	Correspond with K&E team re contingency matters re GenMA.
7/06/17	Steven Serajeddini	1.10	Correspond with K&E team re leveraged lease issues (.5); review and analyze same (.6).
7/06/17	Walter B Winger	6.40	Review, revise GenMA forbearance agreement (3.7); research, analyze diligence materials, issues re same (1.8); correspond with client, Paul Weiss, S&G, K&E team re same (.9).
7/06/17	Gene Goldmintz	3.80	Review, analyze contingency matters re GenMA (3.0); correspond with McKinsey re same (.2); prepare for and participate in telephone conference with K&E team and McKinsey re same (.6).
7/06/17	Ryan Besaw	.20	Correspond with K&E team re recently filed pleadings and contingency planning.
7/06/17	Michael L Cerankowski	1.20	Telephone conference re forbearance agreement (.2); review and revise drafts re same (1.0).
7/07/17	Andres C Mena, P.C.	5.00	Review, analyze confidential agreement (1.0); coordinate multiple drafting issues re same (1.0); telephone conference with K&E, professional advisors re same (1.0); prepare draft of instruction agreement re same (2.0).

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

31 - Use, Sale, or Lease of Property

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/07/17	Walter B Winger	3.20	Review, finalize GenMA forbearance agreement (1.4); coordinate closing re same (1.1); correspond with client, Paul Weiss, S&G, K&E team re same (.7).
7/07/17	Gene Goldmintz	1.90	Review, analyze contingency matters re GenMA.
7/07/17	Ryan Besaw	.20	Search and distribute precedent re contingency preparation.
7/08/17	Walter B Winger	1.70	Review, revise interpretation, direction agreement (.6); research, analyze diligence materials re same (.3); correspond with K&E team re same (.2); review, revise owner lessor response letter (.4); correspond with K&E team re same (.2).
7/09/17	Andres C Mena, P.C.	.50	Correspond with Paul Weiss re signature of confidential document.
7/10/17	Walter B Winger	2.60	Review, revise interpretation, direction agreement (.8); research, analyze diligence materials re same (.5); correspond with K&E team re same (.3); finalize GenMA forbearance (.4); coordinate closing of same (.4); correspond with client, Paul Weiss, S&G, K&E team re same (.2).
7/10/17	Gene Goldmintz	.60	Telephone conference with client re potential asset sale transactions.
7/12/17	Laurie L Ruxton	.70	Review, analyze lease ownership search results.
7/12/17	Walter B Winger	3.20	Telephone conference with GenMA, REMA PTC advisor re status (1.6); research, analyze diligence materials in preparation for same (1.2); correspond with Rothschild, K&E team re same (.4).
7/12/17	Alexander Burdulia	1.70	Correspond with K&E team re leveraged lease dispute issues (.6); comment on materials re same (1.1).

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

31 - Use, Sale, or Lease of Property

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/12/17	Gene Goldmintz	3.40	Review, analyze contingency matters re GenMA (3.0); correspond with A. Burdulia re same (.4).
7/13/17	Andres C Mena, P.C.	2.30	Correspond with M. Adler re GenMA transaction structure (1.0); coordinate drafting of leveraged lease related agreements (1.3).
7/14/17	David Seligman, P.C.	1.40	Develop strategies re leveraged lease structures.
7/14/17	Walter B Winger	1.60	Review, revise NDAs (.5); correspond with K&E team, professionals re same (.4); research diligence materials re same (.2); review, revise forbearance agreement (.3); research, analyze diligence materials re same (.2).
7/14/17	Shubi Arora, P.C.	.20	Review, analyze diligence re Hunterstown.
7/14/17	Kim Hicks	1.00	Conference with K&E re potential asset dispositions.
7/17/17	Gregg G Kirchhoefer, P.C.	1.00	Correspond with K&E team re outsourcing initiative (.2); review and analyze documents re same (.8).
7/17/17	Andres C Mena, P.C.	.50	Review, analyze forbearance agreement (.4); correspond with R. Shankar re letter of credit dispute (.1).
7/17/17	Laurie L Ruxton	1.00	Conduct diligence re certain leveraged lease parcels (.5); correspond with M. Schaefer re same (.3); review, analyze tax parcel diligence (.2).
7/17/17	Walter B Winger	3.30	Review, analyze GenMA, REMA transaction matters (1.7); research diligence materials re same (1.1); correspond with Rothschild, client, K&E team re same (.5).

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

31 - Use, Sale, or Lease of Property

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/18/17	Gregg G Kirchhoefer, P.C.	1.50	Correspond with K&E team and McKinsey team re outsourcing initiative (.5); prepare for and participate in telephone conferences and conferences with GenOn, K&E team and McKinsey personnel re same (.6); review and analyze documents re same (.4).
7/18/17	Andres C Mena, P.C.	4.00	Telephone conferences with GenOn re leveraged lease transaction (1.0); review and comment on agreement re same (3.0).
7/18/17	Walter B Winger	2.90	Review, revise summary materials, NDAs re GenMA transaction (1.3); research, analyze diligence materials, precedent re same (1.1); correspond with Rothschild, K&E team re same (.5).
7/18/17	Christopher Hayes	.80	Multiple correspondence with K&E team, Rothschild, re GenMA/REMA diligence.
7/18/17	Mark Adler	1.30	Revise interpretation agreement and forbearance agreement.
7/19/17	Gregg G Kirchhoefer, P.C.	2.00	Correspond with K&E team re outsourcing initiative (.6); research re same (.5); review and revise materials for client (.9).
7/19/17	Walter B Winger	2.60	Review, analyze GenMA, REMA transaction matters, including confidentiality arrangements, fee letters, and other issues (1.7); research, analyze diligence materials re same (.6); correspond with Rothschild, K&E team re same (.3).
7/19/17	Mark Adler	2.00	Revise instruction agreement (1.5); telephone conference with K&E team re same (.5).
7/19/17	Michael L Cerankowski	.50	Telephone conference re interpretation agreement.
7/20/17	Walter B Winger	.70	Review, analyze GenMA transaction matters (.3); research diligence materials re same (.2); correspond with K&E team re same (.2).

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

31 - Use, Sale, or Lease of Property

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/20/17	Mark Adler	.70	Revise interpretation agreement and forbearance agreement.
7/20/17	Michael L Cerankowski	1.00	Review, analyze revised interpretation agreement.
7/21/17	Walter B Winger	4.90	Review, analyze GenMA, REMA transaction matters (2.1); review, revise transactional documents re same (1.3); research, analyze diligence materials, precedent re same (.9); correspond with Paul Weiss, K&E team re same (.6).
7/21/17	Michael L Cerankowski	.30	Review, analyze revised interpretation agreement.
7/22/17	Walter B Winger	.40	Review, revise GenMA transaction materials (.3); correspond with Paul Weiss, K&E team re same (.1).
7/23/17	Walter B Winger	1.10	Review, revise GenMA transaction materials (.7); research, analyze diligence materials re same (.2); correspond with Paul Weiss, K&E team re same (.2).
7/24/17	Gregg G Kirchhoefer, P.C.	.50	Review and draft correspondence re outsourcing initiative (.4); conference with D. Lewis re same (.1).
7/24/17	Andres C Mena, P.C.	1.50	Review, analyze GenMA transaction issues (.5); telephone conference with Rothschild re same (1.0).
7/24/17	Walter B Winger	6.60	Review, revise various GenMA transaction documents (3.8); research, analyze diligence materials, precedent re same (2.1); correspond with Paul Weiss, Houlihan Lokey, K&E team re same (.7).
7/24/17	AnnElyse Gibbons	.30	Correspond with client re ordinary course asset sale matter.
7/24/17	Christopher Hayes	.80	Correspond with K&E team re REMA contingency planning.

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

31 - Use, Sale, or Lease of Property

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/25/17	Walter B Winger	1.40	Review, revise various GenMA transaction documents (.7); research, analyze diligence materials, precedent re same (.4); correspond with client, Paul Weiss, Houlihan Lokey, K&E team re same (.3).
7/25/17	AnnElyse Gibbons	.90	Review and revise GenMA transaction documents (.8); correspond with Rothschild re same (.1).
7/25/17	Christopher Hayes	.30	Telephone conference with indenture trustee counsel, certificate holders, K&E team re interpretation agreement.
7/25/17	Mark Adler	1.00	Telephone conferences with K&E team re interpretation agreement and review and analyze same.
7/25/17	Michael L Cerankowski	.80	Review, revise interpretation agreement (.4); telephone conference re same (.4).
7/26/17	Andres C Mena, P.C.	2.50	Review, analyze comments to Instruction and Direction Agreement (1.5); prepare mark-ups (.5); follow-up with K&E team re same (.5).
7/26/17	Walter B Winger	2.10	Review, revise GenMA transaction (1.4); research, analyze diligence materials, precedent re same (.4); correspond with client, McKinsey, Paul Weiss, Houlihan Lokey, K&E team re same (.3).
7/26/17	AnnElyse Gibbons	.90	Draft talking points for Rothschild re REMA contingency planning (.6); review, analyze research and analysis re same (.1); correspond with K&E team and Rothschild re same (.2).
7/26/17	Christopher Hayes	1.50	Correspond with W. Winger re GenMA participation agreement (.2); revise same (1.1); correspond with K&E team, owner lessors re same (.2).
7/26/17	Alexander Burdulia	2.50	Analyze strategy re GenMA contingency planning.

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

31 - Use, Sale, or Lease of Property

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/26/17	Mark Adler	.70	Review and analyze interpretation agreement and telephone conferences with K&E team re same.
7/27/17	Walter B Winger	.70	Review, analyze GenMA transaction issues (.4); correspond with Paul Weiss, K&E team re same (.3).
7/27/17	Mark Adler	3.20	Review, revise interpretation agreement and telephone conferences with K&E team and stakeholders re same.
7/27/17	Michael L Cerankowski	.70	Review and revise interpretation agreement (.5); telephone conference re same (.2).
7/28/17	Andres C Mena, P.C.	2.50	Revise leveraged lease agreements (1.9); correspond with Paul Weiss and K&E team re same (.6).
7/28/17	Walter B Winger	2.70	Review, analyze GenMA transaction issues (.3); research, analyze diligence materials, precedent re same (1.9); telephone conferences with Houlihan Lokey, Paul Weiss re same (.5).
7/28/17	Andrew Calder, P.C.	3.00	Prepare for and attend telephone conferences with K&E team, client, other advisors re asset sales.
7/28/17	Mark Adler	1.60	Finalize interpretation agreement.
7/28/17	Michael L Cerankowski	1.00	Review and revise interpretation agreement.
7/28/17	Samuel C Peca	3.20	Telephone conferences with K&E team and banks re M&A process and related matters (1.0); review diligence re same (1.7); coordinate NDA process re same (.5) .
7/29/17	Walter B Winger	2.20	Review, revise Houlihan Lokey engagement letter (1.2); research, analyze precedent, diligence materials re same (.6); telephone conference with Houlihan Lokey re same (.4).
7/29/17	Mark Adler	.20	Review and analyze interpretation agreement.



Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

31 - Use, Sale, or Lease of Property

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/30/17	Walter B Winger	2.20	Review, revise Houlihan Lokey engagement letter (1.4); research, analyze precedent, diligence materials re same (.6); correspond with K&E team re same (.2).
7/30/17	Shubi Arora, P.C.	.50	Prepare for and participate in telephone conference with K&E team re M&A process and due diligence matters.
7/30/17	Kim Hicks	2.40	Prepare for and participate in telephone conference with K&E team re M&A process and due diligence matters (1.0); review contract lists and structure chart re same (1.0); review public filings re same (.4).
7/31/17	David Seligman, P.C.	.90	Prepare for and participate in telephone conference with K&E team and advisors re M&A process.
7/31/17	Andres C Mena, P.C.	1.00	Review, analyze Houlihan Lokey engagement letter (.3); review leveraged lease materials re same (.3); review, analyze correspondence re same (.4).
7/31/17	Walter B Winger	3.60	Review, analyze GenMA transaction matters (.6); research, analyze diligence materials re same (.3); telephone conferences with client, other professionals re same (.3); review, revise REMA transaction materials (.4); correspond with Rothschild, K&E team re same (.2); review, analyze Paul Weiss due diligence matters (.5); correspond with client, Paul Weiss, K&E team re same (.3); review, analyze fee letter issues (.4); telephone conference with client re same (.6).
7/31/17	Andrew Calder, P.C.	2.00	Telephone conferences with client, K&E team other advisors re marketing process and next steps.
7/31/17	Christopher Hayes	.20	Correspond with K&E team re GenMA contingency planning.

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

31 - Use, Sale, or Lease of Property

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/31/17	Alexander Burdulia	2.80	Research re GenMA contingency planning (2.0); coordinate logistics re REMA meeting (.8).
7/31/17	Alexander Burdulia	3.20	Review and analyze engagement letter precedent (2.5); draft summary chart re same (.5); correspond with B. Winger re same (.2).
7/31/17	Patrick J Samper	1.30	Review and analyze public filings re references to material assets (1.0); review and analyze deal correspondence and materials and conference with K&E team (.3).
7/31/17	Daniel Latona	.10	Telephone conference with A. Gibbons re confidential term sheet.
7/31/17	Shubi Arora, P.C.	2.00	Prepare for and participate in telephone conference with K&E team and advisors re M&A process (1.5); correspond with working group re same (.5).
7/31/17	Kim Hicks	3.50	Prepare for and participate in telephone conference with K&E team and advisors re M&A process (.5); review form NDA re same (2.0); review contracts lists and data room materials re same (1.0).
7/31/17	Stella Tang	6.90	Review, analyze public filings re references to material assets (5.0); summarize material info re same (1.9).
7/31/17	Samuel C Peca	.30	Telephone conference with K&E team re M&A diligence.
		257.40	TOTAL HOURS

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle Street  
Chicago, Illinois 60654

FEIN 36-1326630

September 1, 2017

GenOn Energy, Inc.  
211 Carnegie Center  
Princeton, NJ 08540

Attention: Brian Curci

**Invoice Number: 5161150**  
**Client Matter: 26173-32**

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## In the matter of Non-Working Travel

For legal services rendered through July 31, 2017  
(see attached Description of Legal Services for detail) \$ 128,594.50

For expenses incurred through July 31, 2017  
(see attached Description of Expenses for detail) \$ .00

Total legal services rendered and expenses incurred \$ 128,594.50

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

32 - Non-Working Travel

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Jamie A Aycock	2.60	930.00	2,418.00
Ryan Besaw	10.20	240.00	2,448.00
Alexander Burdulia	4.20	555.00	2,331.00
Alexander Burdulia	10.20	645.00	6,579.00
Jeremy Evans	3.20	735.00	2,352.00
Jeremy Evans	7.90	835.00	6,596.50
Julia Foster	10.60	240.00	2,544.00
AnnElyse Gibbons	2.50	835.00	2,087.50
AnnElyse Gibbons	8.50	905.00	7,692.50
Gene Goldmintz	3.70	645.00	2,386.50
Stephen C Hackney, P.C.	8.20	1,225.00	10,045.00
Christopher Hayes	2.20	835.00	1,837.00
Christopher Hayes	5.90	905.00	5,339.50
Hannah Kupsky	3.50	220.00	770.00
Daniel Latona	2.80	555.00	1,554.00
Maureen McCarthy	8.50	390.00	3,315.00
Alyssa B Russell	3.10	645.00	1,999.50
Brendan Ryan	3.50	810.00	2,835.00
David Seligman, P.C.	22.80	1,410.00	32,148.00
Steven Serajeddini	10.40	1,035.00	10,764.00
Anthony Sexton	4.50	1,040.00	4,680.00
Ravi Shankar	2.40	845.00	2,028.00
Ravi Shankar	5.70	905.00	5,158.50
Allyson Smith	3.00	555.00	1,665.00
Allyson Smith	7.80	645.00	5,031.00
Walter B Winger	2.00	995.00	1,990.00
<b>TOTALS</b>	<b>159.90</b>		<b>\$ 128,594.50</b>

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

32 - Non-Working Travel

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
6/14/17	Hannah Kupsky	3.50	Travel from Houston, TX to New York City, NY (billed at half time).
6/15/17	Stephen C Hackney, P.C.	2.50	Travel to Chicago, IL (billed at half time).
6/15/17	Maureen McCarthy	1.70	Travel from Houston, TX to Chicago, IL re first day hearing (billed at half time).
6/15/17	Steven Serajeddini	1.30	Return travel from Houston, TX (billed at half time).
6/15/17	Alyssa B Russell	3.10	Return travel from Houston, TX to Chicago, IL re first day hearing (billed at half time).
6/15/17	Julia Foster	2.90	Travel to court for first day hearing (.2) (billed at half time); travel from court to Houston office from first day Hearing (.1) (billed at half time); travel from Houston, TX to Chicago, IL re First Day Hearing (2.6) (billed at half time).
6/15/17	Christopher Hayes	2.20	Travel from Houston, TX to Chicago, IL after first day hearing (billed at half time).
6/15/17	Ryan Besaw	1.70	Return travel to Chicago, IL (billed at half time).
6/15/17	Ravi Shankar	2.40	Travel from Houston, TX to Chicago, IL re first day hearing (billed at half time).
6/16/17	David Seligman, P.C.	2.00	Travel from Houston, TX to Chicago, IL after attendance at first day hearing (billed at half time).
6/16/17	Maureen McCarthy	.90	Travel from Houston, TX to Chicago, IL re first day hearing (billed at half time).
6/16/17	AnnElyse Gibbons	2.50	Travel from Houston, TX to New York, NY after first day hearing (billed at half time).

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

32 - Non-Working Travel

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
6/16/17	Allyson Smith	3.00	Travel (with delays) from Houston, TX to New York, NY after first day hearing (billed at half time).
6/16/17	Alexander Burdulia	4.20	Travel to New York, NY from Houston, TX after first day hearing (billed at half time).
6/16/17	Gene Goldmintz	3.70	Travel from Houston, TX to New York City, NY re filing and first day hearing (billed at half time).
6/16/17	Ryan Besaw	.80	Return travel to Chicago, IL (billed at half time).
6/16/17	Daniel Latona	2.80	Travel from Houston, TX to Chicago, IL after first day hearing (billed at half time).
6/16/17	Jeremy Evans	3.20	Travel from Houston, TX to New York, NY after first day hearing (billed at half time).
6/20/17	David Seligman, P.C.	2.50	Travel to/from New York, NY to attend meeting with creditors (billed at half time).
6/20/17	Steven Serajeddini	1.70	Travel from Chicago, IL to New York City, NY to attend meeting with creditors (billed at half time).
6/29/17	David Seligman, P.C.	4.00	Travel to and from New York, NY to attend meeting with bankers (billed at half time).
7/11/17	David Seligman, P.C.	3.00	Travel from Chicago, IL to New York, NY re bondholder meeting (billed at half time).
7/11/17	Anthony Sexton	2.50	Travel from Chicago, IL to New York, NY (incl. delayed flight) re bondholder meeting (billed at half time).
7/11/17	Walter B Winger	.50	Travel from Chicago, IL to New York, NY re bondholder meeting (billed at half time).
7/12/17	Maureen McCarthy	2.40	Travel from Chicago, IL to Houston, TX re second day hearing (billed at half time).

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

32 - Non-Working Travel

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/12/17	Steven Serajeddini	1.40	Travel from New York, NY to Chicago, IL from bondholder meeting (billed at half time).
7/12/17	Anthony Sexton	2.00	Travel from New York, NY to Chicago, IL from bondholder meeting (billed at half time).
7/12/17	Walter B Winger	.50	Travel from New York, NY to Houston, TX re second day hearing (billed at half time).
7/12/17	Julia Foster	4.30	Travel from Chicago, IL to Houston, TX re second day hearing (billed at half time).
7/12/17	AnnElyse Gibbons	3.00	Travel from New York, NY to Houston, TX re second day hearing (billed at half time).
7/12/17	Ryan Besaw	4.10	Travel from Chicago, IL to Houston, TX re second day hearing (flight delayed)(billed at half time).
7/13/17	David Seligman, P.C.	3.20	Travel from New York, NY to Houston, TX re second day hearing.
7/13/17	Stephen C Hackney, P.C.	2.70	Travel from Chicago, IL to Houston, TX re second day hearing (billed at half time).
7/13/17	Maureen McCarthy	1.00	Travel from Chicago, IL to Houston, TX re second day hearing (billed at half time).
7/13/17	Steven Serajeddini	1.50	Travel from Chicago, IL to Houston, TX re second day hearing (billed at half time).
7/13/17	Allyson Smith	2.50	Travel from New York, NY to Houston, TX re second day hearing (billed at half time).
7/13/17	Alexander Burdulia	3.70	Travel from New York, NY to Houston, TX re second day hearing (billed at half time).
7/13/17	Ryan Besaw	.40	Travel from Chicago, IL to Houston, TX re second day hearing (flight delayed)(billed at half time).
7/13/17	Jeremy Evans	2.20	Travel from New York, NY to Houston, TX re second day hearing (billed at half time).

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

32 - Non-Working Travel

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/13/17	Ravi Shankar	2.10	Travel from Chicago, IL to Houston, TX for second day hearing (billed at half time).
7/14/17	David Seligman, P.C.	2.60	Travel from Houston, TX to Chicago, IL from second day hearing (billed at half time).
7/14/17	Stephen C Hackney, P.C.	3.00	Travel from Houston, TX to Chicago, IL (billed at half time).
7/14/17	Maureen McCarthy	2.50	Travel from Houston, TX to Chicago, IL from second day hearing (billed at half time).
7/14/17	Steven Serajeddini	1.40	Travel from Chicago, IL to Houston, TX from second day hearing (billed at half time).
7/14/17	Walter B Winger	1.00	Travel from Houston, TX to Chicago, IL from second day hearing (billed at half time).
7/14/17	Julia Foster	3.40	Travel from Houston, TX to Chicago, IL from second day hearing (billed at half time).
7/14/17	AnnElyse Gibbons	2.50	Travel from Houston, TX to New York, NY (flight delayed and cancelled)(billed at half time).
7/14/17	Allyson Smith	.80	Travel from Houston, TX to New York, NY (flight delayed and cancelled)(billed at half time).
7/14/17	Ryan Besaw	3.20	Travel from Houston, TX to Chicago, IL from second day hearing (billed at half time).
7/14/17	Jeremy Evans	2.70	Travel from Houston, TX to New York, NY (flight delayed and canceled)(billed at half time).
7/14/17	Ravi Shankar	2.10	Travel from Houston, TX to Chicago, IL from second day hearing (billed at half time).
7/15/17	AnnElyse Gibbons	3.00	Travel from Houston, TX to New York, NY from second day hearing (billed at half time).



Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

32 - Non-Working Travel

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/15/17	Allyson Smith	4.50	Travel from Houston, TX to New York, NY from second day hearing (flight cancellations and delays)(billed at half time).
7/15/17	Alexander Burdulia	5.70	Travel from Houston, TX to New York, NY from second day hearing (flight cancellation and delays)(billed at half time).
7/15/17	Jeremy Evans	3.00	Travel from Houston, TX to New York, NY from second day hearing (billed at half time).
7/16/17	Alexander Burdulia	.80	Travel from Houston, TX to New York, NY from second day hearing (billed at half time).
7/18/17	Brendan Ryan	1.50	Travel from Chicago, IL to Princeton, NJ (billed at half time).
7/20/17	Brendan Ryan	2.00	Travel from Princeton, NJ to Chicago, IL (billed at half time).
7/25/17	David Seligman, P.C.	3.00	Travel from Chicago, IL to New York, NY re bondholder meeting (billed at half time).
7/25/17	Christopher Hayes	2.20	Travel from Chicago, IL to New York, NY re bondholder meeting (billed at half time).
7/26/17	Steven Serajedini	3.10	Travel from Chicago, IL to New York, NY re bondholder meeting (1.5) (billed at half time); return travel from New York, NY to Chicago, IL (1.6) (billed at half time).
7/26/17	Christopher Hayes	1.90	Travel from New York, NY to Washington, D.C. re FERC meeting (billed at half time).
7/27/17	David Seligman, P.C.	2.50	Travel from New York, NY to Chicago, IL from bondholder meeting (billed at half time).
7/27/17	Christopher Hayes	1.80	Travel from Washington, D.C. to Chicago, IL from FERC meeting (billed at half time).
7/31/17	Ravi Shankar	1.50	Travel from Chicago, IL to Philadelphia, PA for G. Gary deposition (billed at half time).

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

32 - Non-Working Travel

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
7/31/17	Jamie A Aycock	2.60	Travel from Chicago, IL to Philadelphia, PA re witness deposition (billed at half time).
		159.90	TOTAL HOURS

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

300 North LaSalle Street  
Chicago, Illinois 60654

FEIN 36-1326630

September 1, 2017

GenOn Energy, Inc.  
211 Carnegie Center  
Princeton, NJ 08540

Attention: Brian Curci

**Invoice Number: 5161295**  
**Client Matter: 26173-33**

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## In the matter of Expenses

For legal services rendered through July 31, 2017  
(see attached Description of Legal Services for detail) \$ .00

For expenses incurred through July 31, 2017  
(see attached Description of Expenses for detail) \$ 238,903.43

Total legal services rendered and expenses incurred \$ 238,903.43

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

33 - Expenses

**Description of Expenses**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
6/14/17	Alyssa Russell, Internet, Chapter 11 filing and hearing	9.95
6/14/17	Standard Prints	.70
6/14/17	Standard Prints	.70
6/14/17	Standard Prints	1.00
6/14/17	Standard Prints	3.40
6/14/17	Standard Prints	10.60
6/14/17	Standard Prints	9.30
6/14/17	Standard Prints	7.00
6/14/17	Standard Prints	35.30
6/14/17	Standard Prints	.30
6/14/17	Standard Prints	11.60
6/14/17	Standard Prints	.80
6/14/17	Standard Prints	20.50
6/14/17	Standard Prints	.50
6/14/17	Standard Prints	27.90
6/14/17	Standard Prints	26.00
6/14/17	Standard Prints	55.90
6/14/17	Standard Prints	.50
6/14/17	Standard Prints	14.20
6/14/17	Standard Prints	26.10
6/14/17	Standard Prints	2.00
6/14/17	Standard Prints	.40
6/14/17	Color Prints	1.90
6/14/17	Color Prints	1.90
6/14/17	Color Prints	18.60
6/14/17	Color Prints	9.30
6/14/17	Color Prints	12.60
6/14/17	Color Prints	6.00
6/14/17	Color Prints	4.80
6/14/17	Color Prints	2.30
6/14/17	Color Prints	.80
6/14/17	Color Prints	3.80
6/14/17	Color Prints	12.00
6/14/17	Color Prints	25.20
6/14/17	Color Prints	2.00
6/14/17	Color Prints	1.90
6/14/17	Color Prints	9.60
6/14/17	Color Prints	4.80
6/14/17	Color Prints	22.80
6/14/17	Color Prints	27.00
6/14/17	Color Prints	14.40
6/14/17	Color Prints	18.60
6/14/17	Color Prints	2.40
6/14/17	Color Prints	13.80

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

33 - Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
6/14/17	Color Prints	19.20
6/14/17	Color Prints	16.80
6/14/17	Color Prints	15.00
6/14/17	Color Prints	37.20
6/14/17	Color Prints	3.10
6/14/17	Color Prints	10.00
6/14/17	Color Prints	42.00
6/14/17	Color Prints	27.00
6/14/17	Color Prints	48.60
6/14/17	Color Prints	2.00
6/14/17	Color Prints	4.20
6/14/17	Color Prints	1.40
6/14/17	Color Prints	11.40
6/14/17	Color Prints	2.40
6/14/17	Color Prints	13.50
6/14/17	Color Prints	7.20
6/14/17	Color Prints	4.20
6/14/17	Color Prints	1.20
6/14/17	Color Prints	9.60
6/14/17	Color Prints	24.30
6/14/17	Color Prints	21.00
6/14/17	Color Prints	13.50
6/14/17	Color Prints	94.20
6/14/17	Color Prints	8.40
6/14/17	Color Prints	7.50
6/14/17	Color Prints	6.90
6/14/17	Color Prints	47.10
6/14/17	Color Prints	8.40
6/14/17	Color Prints	.10
6/14/17	Color Prints	.50
6/14/17	Color Prints	.10
6/14/17	Color Prints	10.30
6/14/17	Color Prints	15.00
6/14/17	Color Prints	.50
6/14/17	Color Prints	24.30
6/14/17	Color Prints	13.50
6/14/17	Color Prints	6.90
6/14/17	Color Prints	9.60
6/14/17	Color Prints	7.50
6/14/17	Color Prints	21.00
6/14/17	Color Prints	13.50
6/14/17	Color Prints	18.60
6/14/17	Color Prints	9.30
6/14/17	Color Prints	8.40
6/14/17	Color Prints	7.20
6/14/17	Color Prints	12.60

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

33 - Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
6/14/17	Color Prints	4.20
6/14/17	Color Prints	47.10
6/14/17	Color Prints	6.00
6/14/17	Color Prints	1.20
6/14/17	Color Prints	11.40
6/14/17	Color Prints	2.40
6/14/17	Color Prints	4.80
6/14/17	Color Prints	2.40
6/14/17	Color Prints	2.20
6/14/17	Color Prints	2.60
6/14/17	Color Prints	.80
6/14/17	Color Prints	5.00
6/14/17	Color Prints	6.40
6/14/17	Color Prints	12.40
6/14/17	Color Prints	24.30
6/14/17	Color Prints	4.80
6/14/17	Color Prints	1.80
6/14/17	Color Prints	5.60
6/14/17	Color Prints	4.60
6/14/17	Color Prints	8.40
6/14/17	Color Prints	6.20
6/14/17	Color Prints	8.40
6/14/17	Color Prints	3.20
6/14/17	Color Prints	3.30
6/14/17	Color Prints	.90
6/14/17	Color Prints	2.80
6/14/17	Color Prints	1.40
6/14/17	Color Prints	2.70
6/14/17	Color Prints	1.40
6/14/17	Color Prints	4.00
6/14/17	Color Prints	.60
6/14/17	Color Prints	3.00
6/14/17	Color Prints	.60
6/14/17	Color Prints	2.00
6/14/17	Color Prints	6.00
6/14/17	Color Prints	2.40
6/14/17	Color Prints	.90
6/14/17	Color Prints	3.00
6/14/17	Color Prints	1.90
6/14/17	Color Prints	1.70
6/14/17	Color Prints	2.00
6/14/17	Color Prints	2.40
6/14/17	Color Prints	.90
6/14/17	Color Prints	.60
6/14/17	Color Prints	1.70
6/14/17	Color Prints	.90

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

33 - Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
6/14/17	Color Prints	1.90
6/14/17	Color Prints	.40
6/14/17	Color Prints	5.10
6/14/17	Color Prints	2.00
6/14/17	Color Prints	1.90
6/14/17	Color Prints	2.40
6/14/17	Color Prints	5.10
6/14/17	Color Prints	.60
6/14/17	Color Prints	.40
6/14/17	Scanned Images	2.00
6/14/17	File Conversion	16.80
6/14/17	Gene Goldmintz, Taxi, GenOn Hearing	8.30
6/14/17	Gene Goldmintz, Taxi, GenOn Hearing	5.32
6/14/17	Alyssa Russell, Taxi, GenOn Hearing	5.32
6/14/17	Ryan Besaw, Lodging, Houston, TX 06/14/2017 to 06/15/2017, GenOn Hearing	279.63
6/14/17	Julia Foster, Lodging, Houston, TX 06/14/2017 to 06/15/2017, GenOn Hearing	256.23
6/14/17	Allyson Smith, Lodging, Houston, TX 06/16/2017, GenOn Hearing	750.96
6/14/17	Julia Foster, Airfare, Houston, TX 06/15/2017, GenOn Hearing	506.68
6/14/17	AnnElyse Gibbons, Airfare, New York, NY 06/15/2017, GenOn Hearing	601.20
6/14/17	Allyson Smith, Airfare, Houston, TX 06/16/2017, GenOn Hearing	601.20
6/14/17	Gene Goldmintz, Airfare, Houston, TX 06/16/2017, GenOn Hearing	601.20
6/14/17	Ryan Besaw, Airfare, Houston, TX 06/15/2017, GenOn Hearing	506.68
6/14/17	Jeremy Evans, Airfare, Houston, TX 06/16/2017, GenOn Hearing	601.20
6/14/17	Ravi Shankar, Airfare, Houston, TX 06/15/2017, Witness Preparation/GenOn Hearing	506.68
6/14/17	Stephen Hackney, Airfare, Houston, TX 06/15/2017, Witness Preparation/GenOn Hearing	506.68
6/14/17	Dan Latona, Airfare, Houston, TX 06/15/2017, GenOn Hearing	506.68
6/14/17	AnnElyse Gibbons, Airfare, New York, NY 06/15/2017 to 06/15/2017, GenOn Hearing	-601.20
6/14/17	AnnElyse Gibbons, Airfare, New York, NY 06/16/2017 to 06/16/2017, GenOn Hearing	577.73
6/14/17	Hannah Kupsky, Airfare, Houston, TX 06/15/2017, GenOn Hearing	542.20
6/14/17	Maureen McCarthy, Airfare, Houston, TX 06/15/2017, GenOn Hearing	506.68
6/14/17	Steven Serajeddini, Transportation To/From Airport, GenOn Hearing	44.75
6/14/17	Christopher Hayes, Travel Meals, Houston, TX	16.09
6/14/17	Hannah Kupsky, Travel Meals, Houston, TX	39.02
6/14/17	Hannah Kupsky, Travel Meals, Houston, TX	12.39
6/14/17	Ravi Shankar, Travel Meals, Houston, TX	29.76
6/14/17	Jeremy Evans, Travel Meals, Houston, TX	67.05
6/14/17	Jeremy Evans, Travel Meals, Houston, TX	15.70
6/14/17	AnnElyse Gibbons, Travel Meals, Houston, TX	68.26
6/14/17	Ravi Shankar, Travel Meals, Houston, TX	4.25
6/14/17	Ravi Shankar, Travel Meals, Houston, TX	7.50
6/14/17	Ravi Shankar, Travel Meals, Houston, TX	4.06
6/14/17	Alyssa Russell, Travel Meals, Houston, TX	47.53

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

33 - Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
6/14/17	Alyssa Russell, Travel Meals, Houston, TX	10.07
6/14/17	Maureen McCarthy, Travel Meals, Houston, TX	6.50
6/14/17	Maureen McCarthy, Travel Meals, Houston, TX	12.83
6/14/17	Ryan Besaw, Travel Meals, Houston, TX	7.74
6/14/17	Ryan Besaw, Travel Meals, Houston, TX	33.86
6/14/17	Julia Foster, Travel Meals, Houston, TX	2.95
6/14/17	Julia Foster, Travel Meals, Houston, TX	79.00
6/14/17	Allyson Smith, Travel Meals, Houston, TX	33.63
6/14/17	Allyson Smith, Travel Meals, Houston, TX	72.10
6/14/17	David Seligman, Travel Meals, Houston, TX GenOn Meetings Zack Clement-Zack Clement, PLLC, Todd Snyder-Rothschild & Co., Kevin Glodowski-Rothschild & Co., Steven Serajeddini, Stephen Hackney, Jeremy Evans, Ravi Shankar	950.00
6/14/17	Christopher Hayes, Travel Meals, Houston, TX	36.31
6/14/17	E-CORPORATE CATERING CONCIERGE - Catering Services, Lunch for GenOn team 6/14	579.41
6/14/17	E-CORPORATE CATERING CONCIERGE - Catering Services, Dinner for GenOn team 6/14	371.47
6/14/17	E-CORPORATE CATERING CONCIERGE - Catering Services, PM Snacks for GenOn team 6/14	166.01
6/14/17	Nathan Jimenez, Taxi	1.09
6/14/17	Robert Orren, Taxi	11.30
6/14/17	Allyson Smith, Taxi	7.00
6/15/17	Stephen Hackney, Internet, In-flight WiFi - return travel	8.99
6/15/17	Alyssa Russell, Internet	9.95
6/15/17	Alyssa Russell, Internet	8.00
6/15/17	Standard Prints	11.20
6/15/17	Standard Prints	9.80
6/15/17	Standard Prints	.60
6/15/17	Standard Prints	7.30
6/15/17	Standard Prints	18.20
6/15/17	Standard Prints	89.00
6/15/17	Standard Prints	3.00
6/15/17	Standard Prints	36.90
6/15/17	Standard Prints	.20
6/15/17	Standard Prints	1.60
6/15/17	Standard Prints	5.00
6/15/17	Standard Prints	.80
6/15/17	Color Prints	.10
6/15/17	Color Prints	61.00
6/15/17	Color Prints	30.50
6/15/17	Color Prints	30.50
6/15/17	Color Prints	19.00
6/15/17	Color Prints	60.00
6/15/17	Color Prints	10.00
6/15/17	Color Prints	25.00



Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

33 - Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
6/15/17	Color Prints	.40
6/15/17	Color Prints	2.00
6/15/17	Color Prints	3.00
6/15/17	Color Prints	.40
6/15/17	Color Prints	1.00
6/15/17	Color Prints	2.50
6/15/17	Color Prints	1.50
6/15/17	Color Prints	1.20
6/15/17	Color Prints	.30
6/15/17	Color Prints	.30
6/15/17	Color Prints	2.00
6/15/17	Color Prints	1.60
6/15/17	Color Prints	1.20
6/15/17	Color Prints	.80
6/15/17	Color Prints	1.00
6/15/17	Color Prints	3.50
6/15/17	Color Prints	1.20
6/15/17	Color Prints	3.00
6/15/17	Color Prints	3.00
6/15/17	Color Prints	1.00
6/15/17	Color Prints	2.50
6/15/17	Color Prints	6.00
6/15/17	Color Prints	.90
6/15/17	Color Prints	2.50
6/15/17	Color Prints	3.00
6/15/17	Color Prints	.50
6/15/17	Color Prints	4.50
6/15/17	Color Prints	1.50
6/15/17	Color Prints	.20
6/15/17	Color Prints	.30
6/15/17	Color Prints	3.80
6/15/17	Color Prints	.10
6/15/17	Color Prints	2.00
6/15/17	Gene Goldmintz, Taxi	5.32
6/15/17	Jeremy Evans, Taxi	18.15
6/15/17	Will Thomas, Taxi	104.43
6/15/17	AnnElyse Gibbons, Taxi	19.00
6/15/17	Dan Latona, Taxi	24.56
6/15/17	Alyssa Russell, Taxi	5.32
6/15/17	David Seligman, Taxi	38.75
6/15/17	Christopher Hayes, Taxi	19.10
6/15/17	Alyssa Russell, Lodging, Houston, TX 06/14/2017 to 06/15/2017, GenOn Hearing	262.20
6/15/17	Christopher Hayes, Lodging, Houston, TX 06/14/2017 to 06/15/2017, GenOn Hearing	345.15

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

33 - Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
6/15/17	Stephen Hackney, Lodging, Houston, TX 06/14/2017 to 06/15/2017, Witness Preparation/GenOn Hearing	279.63
6/15/17	Steven Serajeddini, Lodging, Houston, TX 06/14/2017 to 06/15/2017, GenOn Hearing	350.00
6/15/17	Christopher Hayes, Airfare, Chicago, IL 06/15/2017 to 06/15/2017, GenOn Hearing	549.98
6/15/17	Steven Serajeddini, Airfare, Chicago, IL 06/13/2017 to 06/15/2017, GenOn Hearing	506.69
6/15/17	Steven Serajeddini, Agency Fee	58.00
6/15/17	Maureen McCarthy, Airfare, Chicago, IL 06/12/2017 to 06/15/2017, GenOn Hearing	527.97
6/15/17	Maureen McCarthy, Agency Fee, GenOn Hearing	58.00
6/15/17	Maureen McCarthy, Airfare, Chicago, IL 06/12/2017 to 06/15/2017, GenOn Hearing	-508.68
6/15/17	Ryan Besaw, Airfare, Chicago, IL 06/15/2017 to 06/15/2017, GenOn Hearing	527.97
6/15/17	Ryan Besaw, Agency Fee, GenOn Hearing	58.00
6/15/17	E-AVANTI TRANSPORTATION - Transportation to/from Airport, AnnElyse Gibbons	86.25
6/15/17	E-AVANTI TRANSPORTATION - Transportation to/from Airport, Jeremy David Evans	86.25
6/15/17	E-AVANTI TRANSPORTATION - Transportation to/from Airport, Alyssa Russell	82.75
6/15/17	E-AVANTI TRANSPORTATION - Transportation to/from Airport, Gene Goldmintz	86.25
6/15/17	E-AVANTI TRANSPORTATION - Transportation to/from Airport, Rabi Shankar	86.25
6/15/17	E-AVANTI TRANSPORTATION - Transportation to/from Airport, Alexander Burdulia	86.25
6/15/17	E-AVANTI TRANSPORTATION - Transportation to/from Airport, Julia Foster	86.25
6/15/17	E-AVANTI TRANSPORTATION - Transportation to/from Airport, Allyson Smith	86.25
6/15/17	E-AVANTI TRANSPORTATION - Transportation to/from Airport, Hannah Kupsky	82.25
6/15/17	E-AVANTI TRANSPORTATION - Transportation to/from Airport, Mack McFarland	281.50
6/15/17	E-AVANTI TRANSPORTATION - Transportation to/from Airport, Julia Foster	82.25
6/15/17	E-AVANTI TRANSPORTATION - Transportation to/from Airport, Ryan Besaw	82.25
6/15/17	E-AVANTI TRANSPORTATION - Transportation to/from Airport, Alyssa Russell	78.75
6/15/17	Ravi Shankar, Transportation To/From Airport, GenOn Hearing	28.65
6/15/17	Ravi Shankar, Transportation To/From Airport, GenOn Hearing	32.28
6/15/17	Steven Serajeddini, Transportation To/From Airport, Restructuring	100.15
6/15/17	ALL ABOUT CHARTER INC, Transportation to/from airport, Steven Serajeddini, 6/15/2017	107.10
6/15/17	ALL ABOUT CHARTER INC, Transportation to/from airport, Steven Serajeddini, 6/15/2017	107.10

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

33 - Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
6/15/17	Stephen Hackney, Travel Meals, Houston, TX	35.15
6/15/17	Jeremy Evans, Travel Meals, Houston, TX	12.99
6/15/17	Dan Latona, Travel Meals, Houston, TX	6.33
6/15/17	Ravi Shankar, Travel Meals, Houston, TX	4.25
6/15/17	Ravi Shankar, Travel Meals, Houston, TX	34.35
6/15/17	Ravi Shankar, Travel Meals, Houston, TX	6.22
6/15/17	Alyssa Russell, Travel Meals, Houston, TX	7.79
6/15/17	Alyssa Russell, Travel Meals, Houston, TX	53.37
6/15/17	Alyssa Russell, Travel Meals, Houston, TX	2.74
6/15/17	Steven Serajeddini, Travel Meals, Houston, TX	5.71
6/15/17	Maureen McCarthy, Travel Meals, Houston, TX	7.58
6/15/17	Ryan Besaw, Travel Meals, Houston, TX	58.63
6/15/17	Julia Foster, Travel Meals, Houston, TX	6.17
6/15/17	Julia Foster, Travel Meals, Houston, TX	9.73
6/15/17	Allyson Smith, Travel Meals, Houston, TX	38.76
6/15/17	David Seligman, Travel Meals, Houston, TX GenOn Meetings Allyson Smith, AnnElyse Gibbons, Christopher Hayes, Jeremy Evans, Gene Goldmintz, Alexander Burdulia, Dan Latona	402.71
6/15/17	Jeremy Evans, Travel Meals, Houston, TX GenOn Hearing Alexander Burdulia, AnnElyse Gibbons, Christopher Hayes, Dan Latona, Alyssa Russell, Allyson Smith	59.63
6/15/17	Christopher Hayes, Travel Meals, Houston, TX	5.36
6/15/17	Christopher Hayes, Travel Meals, Houston, TX	2.49
6/15/17	Laura Saal, Filing Fees, Filing Fees	8,585.00
6/15/17	Beth Friedman, Filing Fees, Filing Fee	5,151.00
6/15/17	Hannah Kupsky, Filing Fees, Filing fees.	5,151.00
6/15/17	Christopher Greco, Filing Fees, Filing Fees	18,887.00
6/15/17	Beth Friedman, Filing Fees, Filing Fees	17,170.00
6/15/17	George Klidonas, Filing Fees, Filing Fees	6,868.00
6/15/17	Robert Orren, Filing Fees, GenOn Energy Inc. filing fees.	6,868.00
6/15/17	Jeremy Evans, Filing Fees, Filing Fees re TX Southern CM ECF	20,604.00
6/15/17	John Weber, Other Trial Expense, Texas US Bankruptcy Court Southern District of Texas CM ECF.	17,170.00
6/15/17	E-CT LIEN SOLUTIONS - Outside Computer Service, Lien Searches	1,168.40
6/15/17	E-CORPORATE CATERING CONCIERGE - Catering Services, Breakfast for GenOn team 6/15	332.15
6/15/17	E-CORPORATE CATERING CONCIERGE - Catering Services, Lunch for GenOn team 6/15	544.78
6/15/17	E-CT LIEN SOLUTIONS - Outside Retrieval Service, Lien Searches	4,994.00
6/15/17	E-CT LIEN SOLUTIONS - Outside Retrieval Service, Lien Searches	4,852.00
6/15/17	E-CT LIEN SOLUTIONS - Outside Retrieval Service, Lien Searches	4,983.40
6/15/17	E-CT LIEN SOLUTIONS - Outside Retrieval Service, Lien Searches	4,994.00
6/15/17	E-CT LIEN SOLUTIONS - Outside Retrieval Service, Lien Solutions	4,994.00
6/15/17	E-CT LIEN SOLUTIONS - Outside Retrieval Service, Lien Searches	4,994.00
6/15/17	E-CT LIEN SOLUTIONS - Outside Retrieval Service, Lien Searches	4,852.00
6/15/17	E-CT LIEN SOLUTIONS - Outside Retrieval Service, Lien Searches	4,852.00

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

33 - Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
6/15/17	Allyson Smith, Taxi	7.00
6/15/17	Anthony Sexton, Taxi	11.00
6/15/17	SEAMLESS NORTH AMERICA LLC, Anthony Sexton, Overtime Meals - Attorney, 6/15/2017	17.06
6/16/17	AnnElyse Gibbons, Internet	11.99
6/16/17	Dan Latona, Internet	7.98
6/16/17	Standard Prints	.40
6/16/17	Standard Prints	.20
6/16/17	Standard Prints	6.40
6/16/17	Standard Prints	16.00
6/16/17	Standard Prints	2.00
6/16/17	Standard Prints	6.20
6/16/17	Color Prints	.20
6/16/17	Jeremy Evans, Lodging, JW Marriott, Houston, TX 06/15/2017 to 06/16/2017, GenOn Hearing	314.73
6/16/17	Alexander Burdulia, Lodging, Houston, TX 06/14/2017 to 06/16/2017, GenOn Hearing	676.08
6/16/17	Dan Latona, Lodging, Houston, TX 06/14/2017 to 06/16/2017, GenOn Hearing	676.08
6/16/17	David Seligman, Lodging, Houston, TX 06/14/2017 to 06/16/2017, GenOn Hearing	676.08
6/16/17	Gene Goldmintz, Lodging, Houston, TX 06/14/2017 to 06/16/2017, GenOn Hearing	700.00
6/16/17	Jeremy Evans, Lodging, JW Marriott, Houston, TX 06/14/2017 to 06/15/2017, GenOn Hearing	345.15
6/16/17	Gene Goldmintz, Baggage Fee	25.00
6/16/17	AnnElyse Gibbons, Baggage Fee	25.00
6/16/17	AnnElyse Gibbons, Transportation To/From Airport	33.07
6/16/17	AnnElyse Gibbons, Transportation To/From Airport	67.80
6/16/17	E-CROWN CARS & LIMOUSINES - Transportation to/from Airport, HACKNEY/STEPHEN C (ORD to Suburbs 06/15/2017)	101.80
6/16/17	E-CROWN CARS & LIMOUSINES - Transportation to/from Airport, MCCARTHY/MAUREEN B (MDW to Chicago 06/16/2017)	84.75
6/16/17	E-CROWN CARS & LIMOUSINES - Transportation to/from Airport, RUSSELL/ALYSSA B (MDW to Chicago 06/15/2017)	84.75
6/16/17	E-CROWN CARS & LIMOUSINES - Transportation to/from Airport, FOSTER/JULIA R (ORD to Chicago 06/15/2017)	89.75
6/16/17	E-CROWN CARS & LIMOUSINES - Transportation to/from Airport, BESAW/Ryan Christopher (MDW to Chicago 06/16/2017)	84.75
6/16/17	Christopher Hayes, Transportation To/From Airport	56.56
6/16/17	Gene Goldmintz, Travel Meals, Houston, TX	7.58
6/16/17	Gene Goldmintz, Travel Meals, Houston, TX	2.85
6/16/17	Jeremy Evans, Travel Meals, Houston, TX	10.38
6/16/17	AnnElyse Gibbons, Travel Meals, Houston, TX	19.45
6/16/17	Dan Latona, Travel Meals, Houston, TX	12.83
6/16/17	Allyson Smith, Travel Meals, Houston, TX	45.17
6/16/17	Allyson Smith, Travel Meals, Houston, TX	24.37

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

33 - Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
6/16/17	Allyson Smith, Travel Meals, Houston, TX	23.00
6/16/17	Alexander Burdulia, Travel Meals, Houston, TX	7.58
6/16/17	David Seligman, Travel Meals, Houston, TX	9.65
6/16/17	Jeremy Evans, Travel Meals, Houston, TX Alexander Burdulia, AnnElyse Gibbons, Christopher Hayes, Dan Latona, Alyssa Russell, Allyson Smith	96.00
6/16/17	Jeremy Evans, Travel Meals, Houston, TX Alexander Burdulia, AnnElyse Gibbons, Christopher Hayes, Dan Latona, Alyssa Russell, Allyson Smith	35.50
6/17/17	Courier Services, Print.	9.89
6/18/17	E-COMET MESSENGER SERVICE INC - Outside Messenger Service, Chicago 06/17/2017	40.29
6/18/17	AnnElyse Gibbons, Taxi, Overtime taxi.	14.00
6/18/17	AnnElyse Gibbons, Taxi, Overtime taxi.	14.04
6/18/17	E-SEAMLESS NORTH AMERICA LLC - Overtime Meal - Attorney, Gibbons AnnElyse 06/18/2017	20.00
6/18/17	E-SEAMLESS NORTH AMERICA LLC - Overtime Meal - Attorney, Adler Mark 06/14/2017	20.00
6/19/17	Standard Prints	.60
6/19/17	Standard Prints	1.00
6/19/17	Standard Prints	4.30
6/19/17	Standard Prints	4.30
6/19/17	Standard Prints	5.80
6/19/17	Standard Prints	3.70
6/19/17	Standard Prints	.50
6/19/17	Standard Prints	.40
6/19/17	Standard Prints	6.20
6/19/17	Standard Prints	8.00
6/19/17	Standard Prints	8.10
6/19/17	Standard Prints	.10
6/19/17	Standard Prints	3.20
6/19/17	Standard Prints	.50
6/19/17	Standard Prints	.80
6/19/17	Standard Prints	9.20
6/19/17	Standard Prints	13.80
6/19/17	Standard Prints	3.30
6/19/17	Color Prints	8.90
6/19/17	Color Prints	4.30
6/19/17	Color Prints	.10
6/19/17	Color Prints	.30
6/19/17	Color Prints	4.10
6/19/17	Color Prints	1.20
6/19/17	Color Prints	.20
6/19/17	Color Prints	.90
6/19/17	Color Prints	4.30
6/19/17	Color Prints	9.80
6/19/17	Color Prints	10.20
6/19/17	Scanned Images	6.20

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

33 - Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
6/19/17	E-FEDERAL EXPRESS - Overnight Delivery, FedEx (TX to Chicago)	11.39
6/19/17	Steven Serajeddini, Airfare, Chicago, IL/Newark, NJ/ New York, NY/Chicago, IL 06/20/2017 to 06/22/2017	882.40
6/19/17	Steven Serajeddini, Agency Fee	58.00
6/19/17	Ryan Besaw, Airfare, Chicago, IL 06/12/2017 to 06/15/2017, Assist with filing.	-506.68
6/19/17	David Seligman, Airfare, New York, NY 06/20/2017 to 06/20/2017, GenOn Meeting	778.17
6/19/17	David Seligman, Agency Fee	58.00
6/19/17	Gene Goldmintz, Taxi, OT Taxi	12.96
6/19/17	Allyson Smith, Taxi	24.35
6/19/17	AnnElyse Gibbons, Taxi, Overtime taxi.	15.34
6/19/17	Alexander Burdulia, Taxi, Overtime taxi.	19.30
6/19/17	PDF to Word Convert Document, Word Format/Clean Up.	11.18
6/20/17	Standard Prints	.10
6/20/17	Standard Prints	6.40
6/20/17	Standard Prints	3.00
6/20/17	Standard Prints	3.80
6/20/17	Standard Prints	2.90
6/20/17	Standard Prints	.70
6/20/17	Standard Prints	5.00
6/20/17	Standard Prints	.50
6/20/17	Standard Prints	18.70
6/20/17	Standard Prints	.30
6/20/17	Standard Prints	.20
6/20/17	Standard Prints	.60
6/20/17	Standard Prints	49.70
6/20/17	Standard Prints	18.90
6/20/17	Standard Prints	.20
6/20/17	Tabs/Indexes/Dividers	.60
6/20/17	Color Prints	14.70
6/20/17	Color Prints	15.70
6/20/17	Color Prints	28.50
6/20/17	Color Prints	4.80
6/20/17	Color Prints	6.40
6/20/17	Color Prints	.70
6/20/17	Color Prints	.10
6/20/17	Color Prints	3.60
6/20/17	Color Prints	.30
6/20/17	Color Prints	3.60
6/20/17	Color Prints	.10
6/20/17	Color Prints	7.00
6/20/17	Color Prints	19.30
6/20/17	Color Prints	.70
6/20/17	Color Prints	.10
6/20/17	Color Prints	3.30
6/20/17	Color Prints	1.50



Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

33 - Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
6/20/17	Scanned Images	10.80
6/20/17	Scanned Images	1.00
6/20/17	Production Blowbacks	60.90
6/20/17	Overnight Delivery, Fed Exp to:Zack A. Clement, HOUSTON,TX	11.89
6/20/17	Steven Serajeddini, Agency Fee	58.00
6/20/17	Steven Serajeddini, Airfare, Chicago, IL 06/20/2017 to 06/22/2017	-442.20
6/20/17	Steven Serajeddini, Travel Meals, New York, NY	100.00
6/20/17	David Seligman, Travel Meals, New York, NY GenOn Meeting	9.51
6/20/17	Dan Latona, Taxi, Overtime Transportation	29.69
6/20/17	Patricia Boer, Parking, Chicago, IL 06/20/17 OT Parking	24.00
6/20/17	Allyson Smith, Taxi	24.10
6/20/17	AnnElyse Gibbons, Taxi, Overtime taxi.	12.74
6/20/17	AnnElyse Gibbons, Taxi, Overtime taxi.	16.64
6/20/17	Dan Latona, Overtime Meals - Attorney, Overtime Dinner	11.13
6/20/17	PDF to Word Convert Document.	61.49
6/21/17	Standard Copies or Prints	421.50
6/21/17	Standard Prints	.10
6/21/17	Standard Prints	18.40
6/21/17	Standard Prints	1.40
6/21/17	Standard Prints	8.30
6/21/17	Standard Prints	.70
6/21/17	Standard Prints	.40
6/21/17	Standard Prints	19.40
6/21/17	Standard Prints	23.50
6/21/17	Standard Prints	1.40
6/21/17	Standard Prints	.40
6/21/17	Standard Prints	2.20
6/21/17	Standard Prints	1.00
6/21/17	Standard Prints	14.70
6/21/17	Standard Prints	5.80
6/21/17	Standard Prints	4.30
6/21/17	Standard Prints	3.80
6/21/17	Standard Prints	.50
6/21/17	Standard Prints	.70
6/21/17	Standard Prints	2.40
6/21/17	Standard Prints	1.30
6/21/17	Standard Prints	2.40
6/21/17	Standard Prints	.60
6/21/17	Standard Prints	1.30
6/21/17	Tabs/Indexes/Dividers	13.50
6/21/17	Tabs/Indexes/Dividers	22.50
6/21/17	Color Prints	.40
6/21/17	Color Prints	.10
6/21/17	Color Prints	.10
6/21/17	Color Prints	.10
6/21/17	Color Prints	.10

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

33 - Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
6/21/17	Color Prints	.10
6/21/17	Color Prints	.10
6/21/17	Color Prints	.10
6/21/17	Color Prints	.10
6/21/17	Color Prints	.10
6/21/17	Color Prints	.10
6/21/17	Color Prints	.10
6/21/17	Color Prints	.20
6/21/17	Color Prints	.10
6/21/17	Color Prints	.10
6/21/17	Color Prints	.10
6/21/17	Color Prints	.20
6/21/17	Color Prints	.10
6/21/17	Color Prints	.10
6/21/17	Color Prints	.10
6/21/17	Color Prints	.10
6/21/17	Color Prints	.10
6/21/17	Color Prints	.10
6/21/17	Color Prints	.10
6/21/17	Color Prints	.10
6/21/17	Color Prints	.10
6/21/17	Color Prints	.10
6/21/17	Color Prints	.10
6/21/17	Color Prints	.30
6/21/17	Color Prints	.10
6/21/17	Color Prints	.10
6/21/17	Color Prints	.10
6/21/17	Color Prints	.10
6/21/17	Color Prints	3.60
6/21/17	Color Prints	3.60
6/21/17	Color Prints	.20
6/21/17	Color Prints	.50
6/21/17	Color Prints	1.40
6/21/17	Color Prints	.20
6/21/17	Color Prints	15.00
6/21/17	Color Prints	14.40
6/21/17	Color Prints	14.40
6/21/17	Color Prints	3.60
6/21/17	Color Prints	15.60
6/21/17	Color Prints	.70
6/21/17	Color Prints	.40
6/21/17	Color Prints	.50
6/21/17	Color Prints	1.40
6/21/17	Color Prints	.10
6/21/17	Color Prints	6.60
6/21/17	Color Prints	.40
6/21/17	Scanned Images	.30



Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

33 - Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
6/21/17	Scanned Images	.20
6/21/17	Production Blowbacks	244.50
6/21/17	Closing/Mini Books	180.00
6/21/17	Closing/Mini Books	180.00
6/21/17	Overnight Delivery, Fed Exp to:Mahendra N. Churaman,PRINCETON,NJ	9.20
6/21/17	Steven Serajeddini, Lodging, New York, NY 06/20/2017 to 06/21/2017, Restructuring	350.00
6/21/17	Steven Serajeddini, Travel Meals, New York, NY Restructuring	41.32
6/21/17	Steven Serajeddini, Travel Meals, New York, NY Restructuring	100.00
6/21/17	Steven Serajeddini, Travel Meals, New York, NY Restructuring	17.69
6/21/17	Nathan Jimenez, Taxi.	2.56
6/21/17	Dan Latona, Taxi, Overtime Transportation	28.94
6/21/17	Allyson Smith, Taxi, Transportation	24.36
6/21/17	AnnElyse Gibbons, Taxi, Overtime taxi.	12.74
6/21/17	AnnElyse Gibbons, Taxi, Overtime taxi.	17.75
6/21/17	UNITED DISPATCH, Overtime Transportation, D SERNA 06/21/2017	15.00
6/21/17	Dan Latona, Overtime Meals - Attorney, Overtime Dinner	20.00
6/22/17	Standard Prints	.20
6/22/17	Standard Prints	.10
6/22/17	Standard Prints	4.30
6/22/17	Standard Prints	10.80
6/22/17	Standard Prints	5.60
6/22/17	Standard Prints	2.80
6/22/17	Standard Prints	8.20
6/22/17	Standard Prints	.60
6/22/17	Standard Prints	1.80
6/22/17	Standard Prints	.70
6/22/17	Standard Prints	8.00
6/22/17	Standard Prints	1.10
6/22/17	Standard Prints	1.70
6/22/17	Color Prints	1.00
6/22/17	Color Prints	1.00
6/22/17	Color Prints	1.00
6/22/17	Color Prints	15.30
6/22/17	Color Prints	15.40
6/22/17	Color Prints	.10
6/22/17	Color Prints	2.20
6/22/17	Scanned Images	1.00
6/22/17	Scanned Images	28.00
6/22/17	Scanned Images	21.70
6/22/17	Scanned Images	4.40
6/22/17	Scanned Images	2.90
6/22/17	Steven Serajeddini, Lodging, New York, NY 06/21/2017 to 06/22/2017, Restructuring	350.00
6/22/17	Steven Serajeddini, Transportation To/From Airport, Restructuring	23.43
6/22/17	Steven Serajeddini, Travel Meals, New York, NY Restructuring	35.06

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

33 - Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
6/22/17	Steven Serajeddini, Travel Meals, Flushing, NY Restructuring	3.74
6/22/17	AnnElyse Gibbons, Taxi, Overtime taxi.	13.39
6/22/17	AnnElyse Gibbons, Taxi, Overtime taxi.	14.69
6/22/17	Ravi Shankar, Overtime Meals - Attorney, Overtime meal.	12.12
6/22/17	Alexander Burdulia, Overtime Meals - Attorney, Overtime dinner.	10.75
6/22/17	PDF to Word Convert Document, Word Format/Clean Up.	22.79
6/23/17	Alyssa Russell, Internet, In-flight wi-fi	8.00
6/23/17	Standard Prints	.40
6/23/17	Standard Prints	1.00
6/23/17	Standard Prints	.40
6/23/17	Standard Prints	5.70
6/23/17	Standard Prints	.20
6/23/17	Standard Prints	5.10
6/23/17	Standard Prints	4.00
6/23/17	Standard Prints	.30
6/23/17	Standard Prints	2.30
6/23/17	Standard Prints	.20
6/23/17	Color Prints	2.80
6/23/17	Color Prints	15.30
6/23/17	Color Prints	3.00
6/23/17	Color Prints	.50
6/23/17	Scanned Images	.30
6/23/17	Scanned Images	.10
6/23/17	Scanned Images	.40
6/23/17	Scanned Images	.60
6/23/17	E-CROWN CARS & LIMOUSINES - Transportation to/from Airport, SELIGMAN/DAVID R (ORD to Chicago 06/16/2017)	84.75
6/23/17	E-CROWN CARS & LIMOUSINES - Transportation to/from Airport, SELIGMAN/DAVID R (Chicago to ORD 06/20/2017)	109.20
6/23/17	E-CROWN CARS & LIMOUSINES - Transportation to/from Airport, SELIGMAN/DAVID R (ORD to Chicago 06/20/2017)	84.75
6/23/17	E-CROWN CARS & LIMOUSINES - Transportation to/from Airport, LATONA/DANIEL (ORD to Suburbs 06/16/2017)	95.10
6/23/17	VITAL TRANSPORTATION INC, Passenger: GOLDMINTZ GENE,SAMUEL, Transportation to/from airport, Date: 6/16/2017	75.89
6/23/17	VITAL TRANSPORTATION INC, Passenger: BURDULIA ALEXANDER,W, Transportation to/from airport, Date: 6/16/2017	48.43
6/23/17	AnnElyse Gibbons, Taxi, Overtime taxi.	13.35
6/23/17	Alexander Burdulia, Taxi, Overtime taxi.	16.80
6/23/17	Anthony Sexton, Taxi, Overtime Taxi.	11.25
6/23/17	VITAL TRANSPORTATION INC, Passenger: ORREN,ROBERT Overtime Transportation, Date: 6/14/2017	28.96
6/23/17	VITAL TRANSPORTATION INC, Passenger: ADLER,MARK, Overtime Transportation, Date: 6/14/2017	92.75
6/23/17	Word Format/Clean Up.	35.69
6/23/17	E-AQUIPT INC - Rental Expenses RENTAL EXPENSES	1,336.00

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

33 - Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
6/25/17	E-COMET MESSENGER SERVICE INC - Outside Messenger Service, Chicago	17.48
6/25/17	E-MACH 5 COURIERS INC - Outside Messenger Service, Mach 5 Couriers - 6/16 US Bankruptcy Court to Kirkland & Ellis	70.45
6/25/17	E-MACH 5 COURIERS INC - Outside Messenger Service, Mach 5 Couriers - 6/15 Marvin Isgur to Kirkland & Ellis	43.75
6/25/17	E-MACH 5 COURIERS INC - Outside Messenger Service, Mach 5 Couriers - 6/15 Kirkland & Ellis to Marvin Isgur	70.45
6/25/17	E-MACH 5 COURIERS INC - Outside Messenger Service, Mach 5 Couriers - 6/15 Marvin Isgur to Kirkland & Ellis	82.45
6/26/17	Standard Prints	.20
6/26/17	Standard Prints	5.00
6/26/17	Standard Prints	1.10
6/26/17	Standard Prints	1.70
6/26/17	Standard Prints	.20
6/26/17	Standard Prints	.60
6/26/17	Standard Prints	6.60
6/26/17	Standard Prints	.80
6/26/17	Standard Prints	3.30
6/26/17	Color Prints	2.40
6/26/17	Color Prints	.10
6/26/17	Color Prints	.40
6/26/17	Color Prints	.60
6/26/17	Color Prints	.20
6/26/17	Color Prints	.20
6/26/17	Color Prints	1.20
6/26/17	Color Prints	.10
6/26/17	Color Prints	.60
6/26/17	Color Prints	6.20
6/26/17	Color Prints	8.50
6/26/17	Color Prints	.20
6/26/17	Color Prints	.10
6/26/17	Color Prints	.90
6/26/17	Color Prints	.10
6/26/17	Color Prints	.10
6/26/17	Color Prints	.10
6/26/17	Color Prints	.10
6/26/17	Scanned Images	.40
6/26/17	Scanned Images	.40
6/26/17	Scanned Images	.60
6/26/17	Allyson Smith, Taxi	23.16
6/26/17	Gene Goldmintz, Taxi, OT Taxi	11.16
6/27/17	Standard Prints	1.60
6/27/17	Standard Prints	.20
6/27/17	Standard Prints	8.40
6/27/17	Standard Prints	16.50
6/27/17	Standard Prints	29.00

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

33 - Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
6/27/17	Standard Prints	3.80
6/27/17	Color Prints	5.10
6/27/17	Color Prints	8.70
6/27/17	Color Prints	4.20
6/27/17	Color Prints	3.00
6/27/17	Color Prints	3.00
6/27/17	Color Prints	3.50
6/27/17	Color Prints	4.50
6/27/17	Color Prints	4.50
6/27/17	Color Prints	3.30
6/27/17	Color Prints	.30
6/27/17	Scanned Images	5.70
6/27/17	Scanned Images	.20
6/27/17	Scanned Images	.70
6/27/17	David Seligman, Airfare, New York, NY 06/29/2017 to 06/29/2017, GenOn Meetings	778.17
6/27/17	David Seligman, Agency Fee, GenOn Meetings	58.00
6/27/17	Anthony Sexton, Overtime Taxi.	10.75
6/27/17	Revise/Update Cross Referencing, Word Format/Clean Up.	37.84
6/27/17	PDF to Word Convert Document.	16.77
6/28/17	Standard Copies or Prints	.10
6/28/17	Standard Prints	.70
6/28/17	Standard Prints	3.20
6/28/17	Standard Prints	5.90
6/28/17	Standard Prints	1.10
6/28/17	Standard Prints	.10
6/28/17	Standard Prints	2.90
6/28/17	Standard Prints	1.00
6/28/17	Standard Prints	2.70
6/28/17	Standard Prints	3.50
6/28/17	Standard Prints	.30
6/28/17	Standard Prints	1.20
6/28/17	Color Prints	7.10
6/28/17	Color Prints	.10
6/28/17	Color Prints	.10
6/28/17	Color Prints	.10
6/28/17	Color Prints	.10
6/28/17	Color Prints	.10
6/28/17	Color Prints	.10
6/28/17	Color Prints	.10
6/28/17	Color Prints	.10
6/28/17	Color Prints	3.30
6/28/17	Color Prints	2.20
6/28/17	Color Prints	.80
6/28/17	Scanned Images	2.20
6/28/17	Scanned Images	3.30

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

33 - Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
6/28/17	E-DIALCAR INC - Transportation to/from Airport	78.52
6/28/17	Jeremy Evans, Taxi, OT Transportation to/from Office	8.80
6/28/17	Gene Goldmintz, Taxi, OT Taxi	17.75
6/29/17	David Seligman, Internet, GenOn Meetings	8.99
6/29/17	David Seligman, Internet, GenOn Meetings	8.99
6/29/17	Standard Prints	17.40
6/29/17	Standard Prints	3.70
6/29/17	Standard Prints	.60
6/29/17	Standard Prints	.10
6/29/17	Standard Prints	28.30
6/29/17	Standard Prints	2.00
6/29/17	Standard Prints	42.30
6/29/17	Standard Prints	.20
6/29/17	Standard Prints	4.80
6/29/17	Standard Prints	.60
6/29/17	Standard Prints	38.50
6/29/17	Standard Prints	1.00
6/29/17	Color Prints	6.70
6/29/17	Color Prints	9.00
6/29/17	Color Prints	3.90
6/29/17	Color Prints	6.30
6/29/17	Color Prints	1.40
6/29/17	Color Prints	3.50
6/29/17	Color Prints	.10
6/29/17	Color Prints	.10
6/29/17	Color Prints	3.00
6/29/17	Color Prints	3.50
6/29/17	Color Prints	4.40
6/29/17	Color Prints	2.40
6/29/17	Color Prints	4.40
6/29/17	Color Prints	7.10
6/29/17	Color Prints	1.10
6/29/17	Color Prints	7.50
6/29/17	Color Prints	1.60
6/29/17	Color Prints	.70
6/29/17	Color Prints	4.80
6/29/17	Color Prints	2.90
6/29/17	Color Prints	1.80
6/29/17	Color Prints	3.10
6/29/17	Color Prints	.70
6/29/17	Color Prints	1.90
6/29/17	Color Prints	.10
6/29/17	Scanned Images	5.70
6/29/17	Scanned Images	2.90
6/29/17	Scanned Images	4.60
6/29/17	Scanned Images	5.00

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

33 - Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
6/29/17	Overnight Delivery, Fed Exp to:MAC MCFARLAND, JOHNS ISLAND,SC from:NY MAILING CENTER	16.03
6/29/17	David Seligman, Transportation To/From Airport, GenOn Meetings	75.48
6/29/17	Andres Mena, Taxi, Overtime Taxi	142.10
6/29/17	Christopher Hayes, Taxi, Overtime Transportation	14.00
6/29/17	Andres Mena, Overtime Meals - Attorney	20.00
6/30/17	E-WEST UNIFIED COMMUNICATIONS SERVICES INC - Teleconference, Teleconference	5.91
6/30/17	E-WEST UNIFIED COMMUNICATIONS SERVICES INC - Teleconference, Conference charges through 6-30-2017	46.46
6/30/17	E-WEST UNIFIED COMMUNICATIONS SERVICES INC - Teleconference	8.19
6/30/17	E-WEST UNIFIED COMMUNICATIONS SERVICES INC - Teleconference, Intercall Invoice	1.30
6/30/17	E-WEST UNIFIED COMMUNICATIONS SERVICES INC - Teleconferences	109.64
6/30/17	E-WEST UNIFIED COMMUNICATIONS SERVICES INC - Teleconferences	10.73
6/30/17	E-WEST UNIFIED COMMUNICATIONS SERVICES INC - Teleconference, June teleconferences	1.03
6/30/17	E-WEST UNIFIED COMMUNICATIONS SERVICES INC - Teleconference, Conference calls.	11.40
6/30/17	E-WEST UNIFIED COMMUNICATIONS SERVICES INC - Teleconference, Telephone conferences regarding GenOn Energy.	13.32
6/30/17	E-WEST UNIFIED COMMUNICATIONS SERVICES INC - Teleconference, Telephone conference - Jared Kelly	18.88
6/30/17	E-WEST UNIFIED COMMUNICATIONS SERVICES INC - Teleconference, Teleconference expense.	27.51
6/30/17	E-WEST UNIFIED COMMUNICATIONS SERVICES INC - Teleconference, Telephone conference.	4.39
6/30/17	E-WEST UNIFIED COMMUNICATIONS SERVICES INC - Teleconference, Teleconferences	60.75
6/30/17	E-WEST UNIFIED COMMUNICATIONS SERVICES INC - Teleconference, Teleconferencing	3.61
6/30/17	E-WEST UNIFIED COMMUNICATIONS SERVICES INC - Teleconference, teleconference	45.65
6/30/17	E-WEST UNIFIED COMMUNICATIONS SERVICES INC - Teleconference, Services rendered re June 2017 conference calls.	17.21
6/30/17	E-WEST UNIFIED COMMUNICATIONS SERVICES INC - Teleconference, Conference calls	185.03
6/30/17	E-WEST UNIFIED COMMUNICATIONS SERVICES INC - Teleconference, conference calls	79.06
6/30/17	E-WEST UNIFIED COMMUNICATIONS SERVICES INC - Teleconference, Telephone conference calls.	.61
6/30/17	E-WEST UNIFIED COMMUNICATIONS SERVICES INC - Teleconference, conference calls	6.05
6/30/17	E-WEST UNIFIED COMMUNICATIONS SERVICES INC - Teleconference, West Conferencing	68.33



Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

33 - Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
6/30/17	E-AVANTI TRANSPORTATION - Transportation to/from Airport, David Seligman	82.25
6/30/17	E-AVANTI TRANSPORTATION - Transportation to/from Airport, Jeremy David Evans	82.25
6/30/17	E-AVANTI TRANSPORTATION - Transportation to/from Airport, Allyson B Smith	82.25
6/30/17	E-AVANTI TRANSPORTATION - Transportation to/from Airport, Gene Goldmintz	82.25
6/30/17	E-AVANTI TRANSPORTATION - Transportation to/from Airport, Alexander Burdulia	82.25
6/30/17	E-CROWN CARS & LIMOUSINES - Transportation to/from Airport, SELIGMAN/DAVID R (ORD to Chicago 06/29/2017)	89.75
6/30/17	VITAL TRANSPORTATION INC, Passenger: EVANS,JEREMY DAVID, Transportation to/from airport, Date: 6/16/2017	62.64
6/30/17	E-OMNIVERE LLC - Outside Computer Service	554.40
6/30/17	E-OMNIVERE LLC - Outside Computer Service	385.50
6/30/17	E-GLOBAL LEGAL DISCOVERY OF CHICAGO LLC - Outside Computer Service, Database Processing	813.64
6/30/17	E-OMNIVERE LLC - Outside Copy/Binding, Teleconferencing	410.76
6/30/17	E-OMNIVERE LLC - Outside Copy/Binding	955.56
6/30/17	E-OMNIVERE LLC - Outside Copy/Binding	343.79
6/30/17	E-OMNIVERE LLC - Outside Copy/Binding	531.01
6/30/17	E-OMNIVERE LLC - Outside Copy/Binding	321.60
6/30/17	E-OMNIVERE LLC - Outside Copy/Binding	580.31
6/30/17	E-OMNIVERE LLC - Outside Copy/Binding	674.86
6/30/17	Gene Goldmintz, Taxi, OT Uber	10.52
6/30/17	Alexander Burdulia, Taxi, Overtime taxi.	16.80
7/01/17	AnnElyse Gibbons, Taxi, Overtime taxi.	14.69
7/01/17	AnnElyse Gibbons, Taxi, Overtime taxi.	14.00
7/01/17	E-SEAMLESS NORTH AMERICA LLC - Overtime Meal - Attorney, Sexton Anthony 06/26/2017	15.67
7/01/17	AnnElyse Gibbons, Overtime Meals - Attorney, Overtime meal.	19.00
7/02/17	E-SEAMLESS NORTH AMERICA LLC - Overtime Meal - Attorney, Gibbons AnnElyse 06/19/2017	20.00
7/02/17	E-SEAMLESS NORTH AMERICA LLC - Overtime Meal - Attorney, Gibbons AnnElyse 06/20/2017	20.00
7/02/17	E-SEAMLESS NORTH AMERICA LLC - Overtime Meal - Attorney, Smith Allyson 07/02/2017	20.00
7/02/17	E-SEAMLESS NORTH AMERICA LLC - Overtime Meal - Attorney, Burdulia Alexander 07/01/2017	20.00
7/02/17	E-SEAMLESS NORTH AMERICA LLC - Overtime Meal - Attorney, Gibbons AnnElyse 06/20/2017	20.00
7/02/17	E-SEAMLESS NORTH AMERICA LLC - Overtime Meal - Attorney, Gibbons AnnElyse 06/20/2017	20.00
7/02/17	E-SEAMLESS NORTH AMERICA LLC - Overtime Meal - Attorney, Smith Allyson 06/21/2017	20.00

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

33 - Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
7/02/17	E-SEAMLESS NORTH AMERICA LLC - Overtime Meal - Attorney, Goldmintz Gene 06/22/2017	20.00
7/03/17	AnnElyse Gibbons, Taxi, Overtime taxi.	15.95
7/03/17	AnnElyse Gibbons, Taxi, Overtime taxi.	13.35
7/05/17	Standard Copies or Prints	456.00
7/05/17	Standard Prints	.20
7/05/17	Standard Prints	2.40
7/05/17	Standard Prints	1.30
7/05/17	Standard Prints	.10
7/05/17	Standard Prints	.20
7/05/17	Standard Prints	.40
7/05/17	Standard Prints	2.40
7/05/17	Standard Prints	.10
7/05/17	Standard Prints	168.60
7/05/17	Tabs/Indexes/Dividers	4.80
7/05/17	Color Prints	1.30
7/05/17	Color Prints	1.30
7/05/17	Color Prints	.90
7/05/17	Color Prints	1.20
7/05/17	Color Prints	1.30
7/05/17	Color Prints	1.30
7/05/17	Color Prints	.20
7/05/17	Color Prints	.30
7/05/17	Color Prints	.10
7/05/17	Color Prints	.70
7/05/17	Color Prints	.10
7/05/17	Color Prints	.90
7/05/17	Color Prints	1.20
7/05/17	Color Prints	1.30
7/05/17	Color Prints	1.30
7/05/17	Color Prints	1.30
7/05/17	Color Prints	1.30
7/05/17	Color Prints	.90
7/05/17	Color Prints	3.30
7/05/17	Scanned Images	.60
7/05/17	Closing/Mini Books	144.00
7/05/17	AnnElyse Gibbons, Taxi, Overtime taxi.	14.69
7/05/17	Create Workshare Compare.	15.05
7/06/17	Standard Prints	.30
7/06/17	Standard Prints	29.50
7/06/17	Standard Prints	1.50
7/06/17	Standard Prints	2.60
7/06/17	Standard Prints	.20
7/06/17	Color Prints	1.10
7/06/17	David Seligman, Airfare, Newark, NJ 07/09/2017 to 07/11/2017, GenOn Meetings	941.52



Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

33 - Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
7/06/17	David Seligman, Agency Fee, GenOn Meetings	58.00
7/06/17	Gene Goldmintz, Taxi, OT Taxi	10.55
7/06/17	Word Format/Clean Up.	11.18
7/07/17	Standard Prints	.10
7/07/17	Standard Prints	2.20
7/07/17	Standard Prints	.90
7/07/17	Standard Prints	.90
7/07/17	Standard Prints	5.10
7/07/17	Color Prints	1.10
7/07/17	Color Prints	.10
7/07/17	Scanned Images	.10
7/07/17	Postage	.65
7/07/17	Overnight Delivery, Fed Exp to:James F. Stankiewicz - Owner,CHARLEROI PA from:Alex Burdulia	8.36
7/07/17	Ryan Besaw, Airfare, Houston, TX 07/12/2017 to 07/14/2017, GenOn Hearing	1,013.36
7/07/17	Ryan Besaw, Agency Fee	58.00
7/07/17	AnnElyse Gibbons, Airfare, Houston, TX 07/12/2017 to 07/14/2017, GenOn Hearing	1,202.40
7/07/17	AnnElyse Gibbons, Agency Fee GenOn Hearing	58.00
7/07/17	Alexander Burdulia, Taxi, Overtime taxi.	17.30
7/07/17	Gene Goldmintz, Taxi, OT Taxi	12.35
7/07/17	AnnElyse Gibbons, Taxi, Overtime taxi.	15.95
7/07/17	AnnElyse Gibbons, Taxi, Overtime taxi.	14.04
7/08/17	AnnElyse Gibbons, Taxi, Overtime taxi.	13.39
7/08/17	AnnElyse Gibbons, Taxi, Overtime taxi.	14.65
7/08/17	PDF to Word Convert Document, Word Format/Clean Up.	87.72
7/09/17	David Seligman, Airfare, New York, NY 07/11/2017 to 07/14/2017, GenOn Meetings	548.25
7/10/17	Steven Serajeddini, Cell Phone Calls, Verizon 06/11/2017 to 07/10/2017, Restructuring	63.30
7/10/17	Standard Prints	21.30
7/10/17	Standard Prints	6.30
7/10/17	Standard Prints	1.30
7/10/17	Standard Prints	.70
7/10/17	Standard Prints	12.40
7/10/17	Standard Prints	4.70
7/10/17	Standard Prints	8.90
7/10/17	Standard Prints	3.20
7/10/17	Color Prints	1.50
7/10/17	Color Prints	.40
7/10/17	Color Prints	.10
7/10/17	Color Prints	1.50
7/10/17	Color Prints	4.30
7/10/17	Color Prints	1.00
7/10/17	Scanned Images	1.30

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GenOn Energy, Inc.

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<u>Date</u>	<u>Description</u>	<u>Amount</u>
7/10/17	Alexander Burdulia, Airfare, Houston, TX 07/13/2017 to 07/15/2017, GenOn Hearing	1,155.45
7/10/17	Alexander Burdulia, Agency Fee, GenOn Hearing	58.00
7/10/17	Allyson Smith, Agency Fee, GenOn Hearing	58.00
7/10/17	Allyson Smith, Airfare, Houston, TX 07/13/2017 to 07/14/2017, GenOn Hearing.	1,155.45
7/10/17	Steven Serajeddini, Airfare, Chicago, IL 07/11/2017 to 07/12/2017, Restructuring	452.20
7/10/17	Steven Serajeddini, Agency Fee, Restructuring	58.00
7/10/17	Nathan Jimenez, Taxi	3.25
7/10/17	Ravi Shankar, Taxi, Overtime transportation.	36.15
7/10/17	Jeremy Evans, Taxi, OT Transportation	9.35
7/10/17	AnnElyse Gibbons, Taxi, Overtime taxi.	14.65
7/10/17	AnnElyse Gibbons, Taxi, Overtime taxi.	13.35
7/10/17	Ravi Shankar, Overtime Meals - Attorney, Overtime meal.	15.57
7/11/17	W. Winger, Internet, GenOn Meeting	5.99
7/11/17	Standard Prints	.20
7/11/17	Standard Prints	3.80
7/11/17	Standard Prints	.30
7/11/17	Standard Prints	1.00
7/11/17	Standard Prints	1.70
7/11/17	Standard Prints	7.50
7/11/17	Standard Prints	.60
7/11/17	Standard Prints	2.70
7/11/17	Standard Prints	2.00
7/11/17	Standard Prints	5.20
7/11/17	Color Prints	.40
7/11/17	Color Prints	1.70
7/11/17	Color Prints	1.10
7/11/17	Color Prints	1.70
7/11/17	Color Prints	1.70
7/11/17	Color Prints	1.70
7/11/17	Color Prints	4.60
7/11/17	Color Prints	3.90
7/11/17	Scanned Images	.50
7/11/17	Scanned Images	.50
7/11/17	Scanned Images	1.70
7/11/17	W. Winger, Taxi, GenOn Meeting	41.47
7/11/17	W. Winger, Lodging, New York, NY 07/11/2017 to 07/12/2017, GenOn Hearing	1,024.76
7/11/17	Stephen Hackney, Airfare, Houston, TX 07/13/2017 to 07/14/2017, GenOn Hearing	1,013.36
7/11/17	Stephen Hackney, Agency Fee	58.00
7/11/17	Julia Foster, Airfare, Houston, TX 07/12/2017 to 07/14/2017, GenOn Hearing	1,013.36
7/11/17	Julia Foster, Agency Fee, GenOn Hearing.	58.00
7/11/17	W. Winger, Agency Fee, GenOn Hearing	58.00
7/11/17	W. Winger, Airfare, New York, NY 07/11/2017 to 07/12/2017, GenOn Hearing	821.92
7/11/17	W. Winger, Airfare, New York, NY 07/11/2017 to 07/12/2017, GenOn Hearing	-410.96
7/11/17	W. Winger, Agency Fee, GenOn Hearing	58.00

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<u>Date</u>	<u>Description</u>	<u>Amount</u>
7/11/17	W. Winger, Airfare, Houston, TX 07/12/2017 to 07/14/2017, GenOn Hearing	1,013.36
7/11/17	Nathan Jimenez, Taxi	8.44
7/11/17	Ravi Shankar, Taxi, Overtime transportation.	36.21
7/11/17	Gene Goldmintz, Taxi, OT Uber	11.36
7/11/17	Gene Goldmintz, Taxi, OT Uber	11.56
7/11/17	Alexander Burdulia, Taxi, Overtime taxi.	17.30
7/11/17	AnnElyse Gibbons, Taxi, Overtime taxi.	14.69
7/12/17	David Seligman, Hotel - Telephone, GenOn Meetings	1.50
7/12/17	AnnElyse Gibbons, Internet, GenOn Hearing	29.95
7/12/17	W. Winger, Internet, GenOn Hearing	7.99
7/12/17	W. Winger, Internet, GenOn Hearing	7.99
7/12/17	Standard Prints	.10
7/12/17	Standard Prints	1.50
7/12/17	Standard Prints	.30
7/12/17	Standard Prints	2.60
7/12/17	Standard Prints	1.10
7/12/17	Standard Prints	1.40
7/12/17	Standard Prints	38.40
7/12/17	Standard Prints	4.90
7/12/17	Standard Prints	.30
7/12/17	Standard Prints	7.50
7/12/17	Standard Prints	31.20
7/12/17	Color Prints	78.00
7/12/17	Color Prints	121.00
7/12/17	Color Prints	78.00
7/12/17	Color Prints	78.00
7/12/17	Color Prints	.40
7/12/17	Color Prints	39.00
7/12/17	Color Prints	78.00
7/12/17	Color Prints	58.50
7/12/17	Color Prints	58.50
7/12/17	Color Prints	2.30
7/12/17	Color Prints	1.00
7/12/17	Color Prints	1.30
7/12/17	Color Prints	2.00
7/12/17	Color Prints	.10
7/12/17	Color Prints	29.80
7/12/17	Color Prints	.40
7/12/17	Color Prints	.10
7/12/17	Color Prints	29.80
7/12/17	Color Prints	29.80
7/12/17	Color Prints	1.80
7/12/17	Color Prints	1.90
7/12/17	Color Prints	.90
7/12/17	Scanned Images	.10
7/12/17	Julia Foster, Lodging, Houston, TX 07/12/2017 to 07/13/2017, GenOn Hearing.	345.15

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<u>Date</u>	<u>Description</u>	<u>Amount</u>
7/12/17	Ryan Besaw, Lodging, Houston, TX 07/12/2017 to 07/14/2017, GenOn Hearing.	321.75
7/12/17	Steven Serajeddini, Lodging, New York, NY 07/11/2017 to 07/12/2017, Restructuring	778.07
7/12/17	David Seligman, Lodging, New York, NY 07/11/2017 to 07/12/2017, GenOn Meetings	766.59
7/12/17	David Seligman, Lodging, New York, NY 07/12/2017 to 07/13/2017, GenOn Meetings	1,007.57
7/12/17	AnnElyse Gibbons, Lodging, Houston, TX 07/12/2017 to 07/13/2017, GenOn Hearing.	314.73
7/12/17	AnnElyse Gibbons, Lodging, Houston, TX 07/13/2017 to 07/14/2017, GenOn Hearing .	267.93
7/12/17	W. Winger, Lodging, Houston, TX 07/12/2017 to 07/13/2017, GenOn Hearing	230.61
7/12/17	Jeremy Evans, Airfare, Houston, TX 07/13/2017 to 07/14/2017, GenOn Hearing	1,222.40
7/12/17	Jeremy Evans, Agency Fee, GenOn Hearing	58.00
7/12/17	Maureen McCarthy, Airfare, Houston, TX 07/12/2017 to 07/14/2017, GenOn Hearing	1,387.76
7/12/17	Maureen McCarthy, Agency Fee, GenOn Hearing	58.00
7/12/17	Ravi Shankar, Agency Fee, GenOn Hearing	21.00
7/12/17	Ravi Shankar, Airfare, Houston, TX 07/13/2017 to 07/14/2017, GenOn Hearing.	1,013.36
7/12/17	Jeremy Evans, Airfare, Houston, TX 07/13/2017 to 07/14/2017, (REFUND)	-611.20
7/12/17	Steven Serajeddini, Transportation To/From Airport	63.20
7/12/17	Julia Foster, Travel Meals, Chicago, IL	14.48
7/12/17	Ryan Besaw, Travel Meals, Houston, TX	47.67
7/12/17	Ryan Besaw, Travel Meals, Chicago, IL	7.22
7/12/17	Ryan Besaw, Travel Meals, Chicago, IL	7.73
7/12/17	Steven Serajeddini, Travel Meals, New York, NY	26.77
7/12/17	David Seligman, Travel Meals, New York, NY	100.00
7/12/17	AnnElyse Gibbons, Travel Meals, Houston, TX	85.15
7/12/17	Ravi Shankar, Taxi, Overtime transportation.	32.46
7/12/17	Jeremy Evans, Taxi, OT Transportation	16.00
7/12/17	AnnElyse Gibbons, Taxi, Overtime taxi.	14.69
7/12/17	Ravi Shankar, Overtime Meals - Attorney, Overtime meal.	13.17
7/12/17	AnnElyse Gibbons, Overtime Meals - Attorney, Overtime meal.	8.17
7/13/17	Allyson Smith, Internet, Second day hearing.	12.99
7/13/17	Standard Prints	.90
7/13/17	Standard Prints	.10
7/13/17	Standard Prints	.40
7/13/17	Standard Prints	2.00
7/13/17	Standard Prints	10.10
7/13/17	Standard Prints	6.80
7/13/17	Standard Prints	8.30
7/13/17	Standard Prints	.10
7/13/17	Standard Prints	1.90
7/13/17	Standard Prints	.90
7/13/17	Standard Prints	1.00
7/13/17	Standard Prints	1.00

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GenOn Energy, Inc.

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<u>Date</u>	<u>Description</u>	<u>Amount</u>
7/13/17	Standard Prints	4.40
7/13/17	Standard Prints	2.50
7/13/17	Standard Prints	9.80
7/13/17	Standard Prints	35.60
7/13/17	Color Prints	1.50
7/13/17	Color Prints	1.00
7/13/17	Color Prints	1.40
7/13/17	Color Prints	4.20
7/13/17	Color Prints	12.00
7/13/17	Color Prints	.30
7/13/17	Color Prints	.60
7/13/17	Color Prints	.80
7/13/17	Color Prints	.60
7/13/17	Color Prints	2.40
7/13/17	Color Prints	1.40
7/13/17	Color Prints	.80
7/13/17	Color Prints	.90
7/13/17	Color Prints	8.70
7/13/17	Color Prints	3.30
7/13/17	Color Prints	8.10
7/13/17	Color Prints	.10
7/13/17	Color Prints	1.00
7/13/17	Color Prints	.10
7/13/17	Color Prints	.70
7/13/17	Color Prints	8.70
7/13/17	Color Prints	8.10
7/13/17	Color Prints	4.50
7/13/17	Color Prints	3.30
7/13/17	Color Prints	.10
7/13/17	Color Prints	8.70
7/13/17	Color Prints	8.10
7/13/17	Color Prints	3.30
7/13/17	Color Prints	60.00
7/13/17	Color Prints	.30
7/13/17	Color Prints	.20
7/13/17	Color Prints	.40
7/13/17	Color Prints	.50
7/13/17	Color Prints	.40
7/13/17	Color Prints	.10
7/13/17	Color Prints	.40
7/13/17	Color Prints	.20
7/13/17	Color Prints	.40
7/13/17	Color Prints	.10
7/13/17	Color Prints	.10
7/13/17	Color Prints	.10
7/13/17	Color Prints	.10

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

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<u>Date</u>	<u>Description</u>	<u>Amount</u>
7/13/17	Color Prints	2.60
7/13/17	Color Prints	6.40
7/13/17	Color Prints	3.60
7/13/17	Color Prints	1.80
7/13/17	Color Prints	.80
7/13/17	Color Prints	.40
7/13/17	Color Prints	.60
7/13/17	Color Prints	.30
7/13/17	Color Prints	.10
7/13/17	Scanned Images	2.50
7/13/17	Scanned Images	2.70
7/13/17	Scanned Images	.10
7/13/17	Scanned Images	.10
7/13/17	Alexander Burdulia, Taxi, Taxi to meeting.	20.60
7/13/17	Julia Foster, Lodging, Houston, TX 07/13/2017 to 07/14/2017, GenOn Hearing.	291.33
7/13/17	Ryan Besaw, Lodging, Houston, TX 07/12/2017 to 07/14/2017, GenOn Hearing	279.63
7/13/17	Maureen McCarthy, Lodging, Houston, TX 07/12/2017 to 07/13/2017, GenOn Hearing	244.53
7/13/17	W. Winger, Lodging, Houston, TX 07/13/2017 to 07/14/2017, GenOn Hearing	291.33
7/13/17	Steven Serajeddini, Airfare, Houston, TX 07/13/2017 to 07/14/2017, GenOn Hearing	1,473.20
7/13/17	Steven Serajeddini, Agency Fee	58.00
7/13/17	Steven Serajeddini, Airfare, Chicago, IL 07/13/2017 to 07/14/2017, GenOn Hearing	527.20
7/13/17	Steven Serajeddini, Agency Fee	58.00
7/13/17	Steven Serajeddini, Transportation To/From Airport, GenOn Hearing	30.97
7/13/17	Maureen McCarthy, Transportation To/From Airport, GenOn Hearing	72.00
7/13/17	Alexander Burdulia, Travel Meals, Houston, TX	39.91
7/13/17	Steven Serajeddini, Travel Meals, Chicago, IL Restructuring	13.97
7/13/17	Stephen Hackney and Ravia Shankar, Travel Meals, Houston, TX	178.30
7/13/17	Stephen Hackney, Travel Meals, Houston, TX	10.83
7/13/17	Stephen Hackney, Travel Meals, Houston, TX	10.83
7/13/17	Ryan Besaw, Travel Meals, Houston, TX	6.17
7/13/17	Allyson Smith, Travel Meals, Houston, TX	64.75
7/13/17	Allyson Smith, Travel Meals, Houston, TX	43.97
7/13/17	Allyson Smith, Travel Meals, Houston, TX	5.42
7/13/17	David Seligman, Travel Meals, New York, NY	6.57
7/13/17	David Seligman, Travel Meals, Houston, TX GenOn Meetings Shubi Arora	46.42
7/13/17	Ravi Shankar, Travel Meals, Chicago, IL	10.59
7/13/17	AnnElyse Gibbons, Travel Meals, Houston, TX	57.87
7/13/17	Alexander Burdulia, Travel Meals, New York, NY	11.98
7/13/17	Jeremy Evans, Travel Meals, Houston, TX GenOn Hearing Alexander Burdulia, AnnElyse Gibbons, Christopher Hayes, Dan Latona, Alyssa Russell, Allyson Smith	96.11

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GenOn Energy, Inc.

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<u>Date</u>	<u>Description</u>	<u>Amount</u>
7/13/17	PETTY CASHIER, MICHAEL G NEGA SR - Court Costs and Fees, Copies of archived NDIL USBC closed case documents from court terminal. Ongoing request. 300 Plus copies for NY attorneys and paralegals.	72.00
7/13/17	Steven Serajeddini, Working Meal/K&E w/Others, Houston, TX Restructuring Zack Clement-PLLC, Kevin Carmody-McKinsey, Tanner McDiarmid-McKinsey David Seligman, Jeremy Evans, Ravi Shankar, Alexander Burdulia, Allyson Smith, Emily Joung, Adam Holzschuh	774.76
7/13/17	E-CORPORATE CATERING CONCIERGE - Catering Services, GenOn Breakfast 7/13	222.18
7/13/17	E-CORPORATE CATERING CONCIERGE - Catering Services, GenOn Snacks 7/13	300.00
7/13/17	E-CORPORATE CATERING CONCIERGE - Catering Services, Dinner for GenOn 7/13	441.85
7/13/17	E-CORPORATE CATERING CONCIERGE - Catering Services, GenOn lunch 7/13	347.97
7/13/17	Ravi Shankar, Taxi, Overtime transportation.	34.37
7/13/17	Christopher Hayes, Taxi, Overtime Transportation	15.25
7/13/17	UNITED DISPATCH, Overtime Transportation, D SERNA 07/13/2017	15.25
7/13/17	Brendan Ryan, Overtime Meals - Attorney, Overtime meal.	11.69
7/14/17	W. Winger, Internet, GenOn Hearing	9.99
7/14/17	W. Winger, Internet, GenOn Hearing	9.99
7/14/17	Standard Prints	.10
7/14/17	Standard Prints	.20
7/14/17	Standard Prints	7.60
7/14/17	Standard Prints	.50
7/14/17	Standard Prints	109.10
7/14/17	Standard Prints	2.60
7/14/17	Color Prints	.10
7/14/17	Color Prints	8.00
7/14/17	Color Prints	16.50
7/14/17	Color Prints	13.90
7/14/17	Color Prints	1.40
7/14/17	Color Prints	1.20
7/14/17	Color Prints	.10
7/14/17	Color Prints	9.00
7/14/17	Color Prints	1.00
7/14/17	Color Prints	.10
7/14/17	Color Prints	.60
7/14/17	Color Prints	1.00
7/14/17	Color Prints	.50
7/14/17	Color Prints	1.00
7/14/17	Color Prints	9.00
7/14/17	Color Prints	1.20
7/14/17	Color Prints	16.00
7/14/17	Color Prints	6.00
7/14/17	Scanned Images	.10



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<u>Date</u>	<u>Description</u>	<u>Amount</u>
7/14/17	Maureen McCarthy, Taxi, GenOn Hearing	5.80
7/14/17	W. Winger, Taxi, GenOn Hearing	29.78
7/14/17	Steven Serajeddini, Lodging, Houston, TX 07/13/2017 to 07/14/2017, GenOn Hearing	279.63
7/14/17	Jeremy Evans, Lodging, JW Marriott, Houston, TX 07/13/2017 to 07/14/2017, GenOn Hearing	291.33
7/14/17	Stephen Hackney, Lodging, Houston, TX 07/13/2017 to 07/14/2017, GenOn Hearing	338.04
7/14/17	Allyson Smith, Lodging, Houston, TX 07/13/2017 to 07/14/2017, GenOn Hearing	279.63
7/14/17	David Seligman, Lodging, Houston, TX 07/13/2017 to 07/14/2017, GenOn Hearing	338.04
7/14/17	Maureen McCarthy, Lodging, Houston, TX 07/13/2017 to 07/14/2017, GenOn Hearing	244.53
7/14/17	AnnElyse Gibbons, Lodging, Houston, TX 07/14/2017 to 07/15/2017, GenOn Hearing	244.53
7/14/17	Ravi Shankar, Lodging, Houston, TX 07/13/2017 to 07/14/2017, GenOn Hearing	338.04
7/14/17	Julia Foster, Airfare, Chicago, IL 07/12/2017 to 07/14/2017, GenOn Hearing	1,161.20
7/14/17	Julia Foster, Agency Fee	58.00
7/14/17	Allyson Smith, Airfare, Houston, TX 07/14/2017 to 07/15/2017, GenOn Hearing	159.00
7/14/17	AnnElyse Gibbons, Airfare, Houston, TX 07/15/2017 to 07/15/2017, GenOn Hearing	722.20
7/14/17	Jeremy Evans, Airfare, Philadelphia, PA 07/15/2017 to 07/15/2017, GenOn Hearing	722.20
7/14/17	Jeremy Evans, Agency Fee, GenOn Hearing	58.00
7/14/17	Steven Serajeddini, Transportation To/From Airport, Restructuring	98.56
7/14/17	AnnElyse Gibbons, Transportation To/From Airport, GenOn Hearing.	19.81
7/14/17	E-CROWN CARS & LIMOUSINES - Transportation to/from Airport, FOSTER/JULIA R (Chicago to ORD 07/12/2017)	80.75
7/14/17	E-CROWN CARS & LIMOUSINES - Transportation to/from Airport, SEXTON/ANTHONY VINCENZO (Chicago to ORD 07/11/2017)	80.75
7/14/17	E-CROWN CARS & LIMOUSINES - Transportation to/from Airport, SEXTON/ANTHONY VINCENZO (ORD to Chicago 07/12/2017)	84.75
7/14/17	E-CROWN CARS & LIMOUSINES - Transportation to/from Airport, SELIGMAN/DAVID R (Chicago to ORD 07/11/2017)	126.00
7/14/17	E-CROWN CARS & LIMOUSINES - Transportation to/from Airport, MCCARTHY/MAUREEN B (Chicago to ORD 07/12/2017)	80.75
7/14/17	E-CROWN CARS & LIMOUSINES - Transportation to/from Airport, BESAW/Ryan CHRISTOPHER (Chicago to ORD 07/12/2017)	80.75
7/14/17	Steven Serajeddini, Travel Meals, Houston, TX	52.87
7/14/17	Steven Serajeddini, Travel Meals, Houston, TX	11.42
7/14/17	Stephen Hackney, Travel Meals, Houston, TX	34.72
7/14/17	Ryan Besaw, Travel Meals, Des Plaines, IL	8.47
7/14/17	Allyson Smith, Travel Meals, Houston, TX	40.07
7/14/17	Allyson Smith, Travel Meals, Houston, TX	66.06
7/14/17	David Seligman, Travel Meals, Houston, TX	4.33
7/14/17	Ravi Shankar, Travel Meals, Houston, TX	38.76



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<u>Date</u>	<u>Description</u>	<u>Amount</u>
7/14/17	Jeremy Evans, Travel Meals, Houston, TX	12.54
7/14/17	Jeremy Evans (2 people), Travel Meals, Houston, TX	109.47
7/14/17	Jeremy Evans, Travel Meals, Houston, TX Alexander Burdulia, AnnElyse Gibbons, Christopher Hayes, Dan Latona, Alyssa Russell, Allyson Smith	319.81
7/14/17	Stephen Hackney, Mileage, Evanston - ORD to suburbs, GenOn Hearing	22.07
7/14/17	Stephen Hackney, Parking, Chicago - ORD, GenOn Hearing	80.00
7/14/17	E-CORPORATE CATERING CONCIERGE - Catering Services, Breakfast for GenOn 7/14	344.66
7/14/17	Ravi Shankar, Taxi, Overtime transportation.	32.48
7/15/17	Sarah Williams, Internet, Wifi during flight	8.99
7/15/17	AnnElyse Gibbons, Internet	22.68
7/15/17	Jeremy Evans, Lodging, JW Marriott, Houston, TX 07/14/2017 to 07/15/2017, GenOn Hearing	244.53
7/15/17	Allyson Smith, Lodging, Houston, TX 07/14/2017 to 07/15/2017, GenOn Hearing	232.83
7/15/17	Alexander Burdulia, Lodging, Houston, TX 07/13/2017 to 07/15/2017, GenOn Hearing	746.28
7/15/17	Alexander Burdulia, Travel Meals, Houston, TX	40.00
7/15/17	Ryan Besaw, Travel Meals, Chicago, IL	9.59
7/15/17	Allyson Smith, Travel Meals, Houston, TX	21.89
7/15/17	Allyson Smith, Travel Meals, Houston, TX	16.16
7/15/17	E-BMO DINERS CLUB - Catering Services, GenOn Lunch 7/14	505.79
7/15/17	E-SEAMLESS NORTH AMERICA LLC - Overtime Meal - Attorney, Sexton Anthony 07/17/2017	15.67
7/16/17	E-AVANTI TRANSPORTATION - Transportation to/from Airport, Julia Foster	86.25
7/16/17	E-AVANTI TRANSPORTATION - Transportation to/from Airport, AnnElyse Gibbons	86.25
7/16/17	E-AVANTI TRANSPORTATION - Transportation to/from Airport, Steve Hackney	86.25
7/16/17	E-AVANTI TRANSPORTATION - Transportation to/from Airport, Allyson Barrett Smith	86.25
7/16/17	E-AVANTI TRANSPORTATION - Transportation to/from Airport, Steven Serajeddini	86.25
7/16/17	E-AVANTI TRANSPORTATION - Transportation to/from Airport, Hae Eun Joung	86.25
7/16/17	E-AVANTI TRANSPORTATION - Transportation to/from Airport, Jeremy David Evans	86.25
7/16/17	E-AVANTI TRANSPORTATION - Transportation to/from Airport, Julia Foster	82.25
7/16/17	E-AVANTI TRANSPORTATION - Transportation to/from Airport, Allyson Barret Smith	82.25
7/16/17	E-AVANTI TRANSPORTATION - Transportation to/from Airport, Allyson Smith	86.25
7/16/17	Allyson Smith, Travel Meals, Houston, TX	16.14
7/16/17	Allyson Smith, Travel Meals, Houston, TX	16.28
7/16/17	Allyson Smith, Travel Meals, Houston, TX	20.00
7/16/17	Allyson Smith, Travel Meals, Houston, TX	16.28
7/16/17	Allyson Smith, Travel Meals, Houston, TX	34.09

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

33 - Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
7/17/17	Standard Prints	.20
7/17/17	Standard Prints	5.40
7/17/17	Standard Prints	8.90
7/17/17	Standard Prints	6.20
7/17/17	Standard Prints	2.00
7/17/17	Standard Prints	1.10
7/17/17	Standard Prints	.20
7/17/17	Standard Prints	.90
7/17/17	Standard Prints	3.10
7/17/17	Standard Prints	3.60
7/17/17	Color Prints	1.60
7/17/17	Color Prints	.90
7/17/17	Color Prints	1.50
7/17/17	Color Prints	.90
7/17/17	Julia Foster, Airfare, Chicago, IL 07/12/2017 to 07/14/2017, GenOn Hearing	-506.69
7/17/17	E-JUDICIAL TRANSCRIBERS OF TEXAS LLC - Court Reporter Deposition, Hearing Transcript	338.80
7/17/17	Christopher Hayes, Taxi, Overtime Transportation	13.50
7/17/17	Ravi Shankar, Overtime Meals - Attorney, Overtime meal.	13.47
7/18/17	Standard Prints	9.90
7/18/17	Standard Prints	.20
7/18/17	Standard Prints	4.20
7/18/17	Standard Prints	2.40
7/18/17	Standard Prints	.80
7/18/17	Standard Prints	1.00
7/18/17	Standard Prints	1.30
7/18/17	Standard Prints	5.60
7/18/17	Standard Prints	9.30
7/18/17	Standard Prints	.20
7/18/17	Standard Prints	2.00
7/18/17	Standard Prints	2.60
7/18/17	Color Prints	.10
7/18/17	Color Prints	.20
7/18/17	Color Prints	.50
7/18/17	Color Prints	.20
7/18/17	Color Prints	1.20
7/18/17	Scanned Images	1.00
7/18/17	Scanned Images	.80
7/18/17	Production Blowbacks	138.80
7/18/17	Brendan Ryan, Agency Fee, Claims Estimation Proceeding	21.00
7/18/17	Brendan Ryan, Airfare, Chicago, IL 07/20/2017 to 07/20/2017, Claims Estimation Proceeding	440.20
7/18/17	Brendan Ryan, Agency Fee, Claims Estimation Proceeding	58.00
7/18/17	Brendan Ryan, Airfare, Newark, NJ 07/18/2017 to 07/18/2017, Claims Estimation Proceeding	414.20
7/18/17	Brendan Ryan, Travel Meals, Chicago, IL, Claims Estimation Proceeding	5.23

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

## 33 - Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
7/18/17	Brendan Ryan, Travel Meals, Chicago, IL, Claims Estimation Proceeding	4.16
7/18/17	Ravi Shankar, Taxi, Overtime transportation.	33.32
7/18/17	AnnElyse Gibbons, Taxi, Overtime taxi.	8.80
7/18/17	AnnElyse Gibbons, Taxi, Overtime taxi.	30.29
7/18/17	Ravi Shankar, Overtime Meals - Attorney, Overtime meal.	11.84
7/19/17	Standard Prints	2.80
7/19/17	Standard Prints	10.70
7/19/17	Standard Prints	.30
7/19/17	Standard Prints	.50
7/19/17	Standard Prints	4.90
7/19/17	Standard Prints	.50
7/19/17	Standard Prints	.20
7/19/17	Standard Prints	.80
7/19/17	Standard Prints	17.70
7/19/17	Color Prints	2.00
7/19/17	Color Prints	.10
7/19/17	Color Prints	2.00
7/19/17	Color Prints	.20
7/19/17	Color Prints	.80
7/19/17	Color Prints	.10
7/19/17	Color Prints	.40
7/19/17	Color Prints	1.00
7/19/17	Color Prints	.70
7/19/17	Color Prints	7.50
7/19/17	Color Prints	6.50
7/19/17	Scanned Images	.40
7/19/17	Scanned Images	.60
7/19/17	Brendan Ryan, Taxi, Claims Estimation Proceeding	13.71
7/19/17	Brendan Ryan, Taxi, Claims Estimation Proceeding	12.49
7/19/17	Brendan Ryan, Lodging, Princeton, NJ 07/18/2017 to 07/19/2017, Claims Estimation Proceeding	360.71
7/19/17	E-DIALCAR INC - Transportation to/from Airport, Car Service Charges (Adjustment to Inv #1236216)	-78.52
7/19/17	E-DIALCAR INC - Transportation to/from Airport, Car Service Charges (Adjustment to Inv #1236216)	93.00
7/19/17	Brendan Ryan, Travel Meals, Princeton, NJ, Claims Estimation Proceeding	7.30
7/19/17	Brendan Ryan, Travel Meals, Princeton, NJ, Claims Estimation Proceeding	3.00
7/19/17	AnnElyse Gibbons, Taxi, Overtime taxi.	13.39
7/19/17	Ravi Shankar, Overtime Meals - Attorney, Overtime meal.	13.29
7/20/17	Standard Prints	.20
7/20/17	Standard Prints	1.10
7/20/17	Standard Prints	1.10
7/20/17	Standard Prints	12.20
7/20/17	Standard Prints	21.00
7/20/17	Standard Prints	1.40
7/20/17	Standard Prints	2.30

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

33 - Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
7/20/17	Standard Prints	.10
7/20/17	Standard Prints	.60
7/20/17	Standard Prints	.50
7/20/17	Standard Prints	2.60
7/20/17	Color Prints	2.20
7/20/17	Color Prints	7.20
7/20/17	Color Prints	2.70
7/20/17	Color Prints	.30
7/20/17	Color Prints	1.20
7/20/17	Color Prints	.80
7/20/17	Color Prints	2.80
7/20/17	Color Prints	6.40
7/20/17	Brendan Ryan, Lodging, Princeton, NJ 07/19/2017 to 07/20/2017, Claims Estimation Proceeding	225.63
7/20/17	Brendan Ryan, Transportation To/From Airport, Claims Estimation Proceeding	68.06
7/20/17	Brendan Ryan, Travel Meals, Newark, NJ, Claims Estimation Proceeding	4.52
7/20/17	Brendan Ryan, Travel Meals, Newark, NJ, Claims Estimation Proceeding	9.17
7/20/17	Ravi Shankar, Taxi, Overtime transportation.	33.50
7/20/17	Gene Goldmintz, Taxi, OT Taxi	12.96
7/21/17	Standard Prints	6.70
7/21/17	Standard Prints	.30
7/21/17	Standard Prints	1.90
7/21/17	Standard Prints	.10
7/21/17	Standard Prints	.40
7/21/17	Standard Prints	12.10
7/21/17	Standard Prints	.60
7/21/17	Standard Prints	1.00
7/21/17	Standard Prints	5.10
7/21/17	Standard Prints	.70
7/21/17	Standard Prints	2.00
7/21/17	Standard Prints	14.70
7/21/17	Binding	.10
7/21/17	Tabs/Indexes/Dividers	.90
7/21/17	Color Prints	.10
7/21/17	Color Prints	.10
7/21/17	Color Prints	.10
7/21/17	Color Prints	.20
7/21/17	Color Prints	.10
7/21/17	Color Prints	.20
7/21/17	Color Prints	.10
7/21/17	Color Prints	.10
7/21/17	Color Prints	.20
7/21/17	Color Prints	.10
7/21/17	Color Prints	.20
7/21/17	Color Prints	.10
7/21/17	Color Prints	.20

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

33 - Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
7/21/17	Color Prints	.20
7/21/17	Color Prints	.30
7/21/17	Color Prints	.20
7/21/17	Color Prints	.20
7/21/17	Color Prints	.10
7/21/17	Color Prints	.20
7/21/17	Color Prints	.20
7/21/17	Color Prints	.10
7/21/17	Color Prints	.10
7/21/17	Color Prints	.30
7/21/17	Color Prints	.10
7/21/17	Color Prints	.10
7/21/17	Color Prints	.20
7/21/17	Color Prints	.10
7/21/17	Color Prints	20.40
7/21/17	Color Prints	.20
7/21/17	Color Prints	.10
7/21/17	Color Prints	.10
7/21/17	Color Prints	.20
7/21/17	Color Prints	.10
7/21/17	Color Prints	.50
7/21/17	Color Prints	.50
7/21/17	Color Prints	.40
7/21/17	Color Prints	.20
7/21/17	Color Prints	.10
7/21/17	Color Prints	.20
7/21/17	Color Prints	.20
7/21/17	Color Prints	.20
7/21/17	Color Prints	.10
7/21/17	Color Prints	.10
7/21/17	Color Prints	.20
7/21/17	Color Prints	.10
7/21/17	Color Prints	.20
7/21/17	Color Prints	.20
7/21/17	Color Prints	.10
7/21/17	Color Prints	.90
7/21/17	Color Prints	.50
7/21/17	Color Prints	.20
7/21/17	Color Prints	.30
7/21/17	Color Prints	.10
7/21/17	Color Prints	.10
7/21/17	Color Prints	.20
7/21/17	Color Prints	.50
7/21/17	Color Prints	.40
7/21/17	Color Prints	.50

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

33 - Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
7/21/17	Color Prints	.10
7/21/17	Color Prints	.10
7/21/17	Color Prints	.20
7/21/17	Color Prints	.10
7/21/17	Color Prints	.20
7/21/17	Color Prints	.10
7/21/17	Color Prints	1.10
7/21/17	Color Prints	.30
7/21/17	Color Prints	.40
7/21/17	Color Prints	.50
7/21/17	Color Prints	.30
7/21/17	Color Prints	.50
7/21/17	Color Prints	.20
7/21/17	Color Prints	.30
7/21/17	Color Prints	.20
7/21/17	Color Prints	.20
7/21/17	Color Prints	.20
7/21/17	Color Prints	.10
7/21/17	Color Prints	.20
7/21/17	Color Prints	.20
7/21/17	Color Prints	.20
7/21/17	Color Prints	.20
7/21/17	Color Prints	.10
7/21/17	Color Prints	.20
7/21/17	Color Prints	.20
7/21/17	Color Prints	.20
7/21/17	Color Prints	.20
7/21/17	Color Prints	.10
7/21/17	Color Prints	.20
7/21/17	Color Prints	.20
7/21/17	Color Prints	.20
7/21/17	Color Prints	.20
7/21/17	Color Prints	.10
7/21/17	Color Prints	.20
7/21/17	Color Prints	.20
7/21/17	Color Prints	.20
7/21/17	Color Prints	.20
7/21/17	Color Prints	.10
7/21/17	Color Prints	.30
7/21/17	Color Prints	.40
7/21/17	Color Prints	.30
7/21/17	Color Prints	.40
7/21/17	Color Prints	.20
7/21/17	Color Prints	.20
7/21/17	File Conversion	1.86
7/21/17	File Conversion	1.86
7/21/17	E-GX GLOBAL INC - Outside Messenger Service, Courier Court Delivery	39.98
7/21/17	Beth Friedman, Filing Fees, Transcription Costs, etc.	223.10
7/21/17	Christopher Hayes, Taxi, Overtime Transportation	14.00
7/21/17	AnnElyse Gibbons, Taxi, Overtime taxi.	14.00
7/21/17	AnnElyse Gibbons, Taxi, Overtime taxi.	16.64
7/22/17	AnnElyse Gibbons, Taxi, Overtime taxi.	14.00

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

33 - Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
7/22/17	AnnElyse Gibbons, Taxi, Overtime taxi.	14.69
7/22/17	PDF to Word Convert Document, Word Format/Clean Up.	39.99
7/24/17	Standard Copies or Prints	136.10
7/24/17	Standard Copies or Prints	2.20
7/24/17	Standard Prints	1.00
7/24/17	Standard Prints	9.70
7/24/17	Standard Prints	.20
7/24/17	Standard Prints	3.20
7/24/17	Standard Prints	3.10
7/24/17	Standard Prints	.50
7/24/17	Standard Prints	3.00
7/24/17	Standard Prints	1.90
7/24/17	Standard Prints	4.80
7/24/17	Standard Prints	10.00
7/24/17	Standard Prints	.20
7/24/17	Standard Prints	4.40
7/24/17	Standard Prints	205.20
7/24/17	Standard Prints	10.10
7/24/17	Binding	.10
7/24/17	Tabs/Indexes/Dividers	.90
7/24/17	Color Copies or Prints	.90
7/24/17	Color Prints	.30
7/24/17	Color Prints	2.20
7/24/17	Color Prints	2.70
7/24/17	Color Prints	.50
7/24/17	Color Prints	1.30
7/24/17	Color Prints	.20
7/24/17	Color Prints	.20
7/24/17	Color Prints	.10
7/24/17	Color Prints	.10
7/24/17	Color Prints	.10
7/24/17	Color Prints	.30
7/24/17	Color Prints	.20
7/24/17	Color Prints	.20
7/24/17	Color Prints	.10
7/24/17	Color Prints	.20
7/24/17	Color Prints	.20
7/24/17	Color Prints	.30
7/24/17	Color Prints	.10
7/24/17	Color Prints	.10
7/24/17	Color Prints	.10
7/24/17	Color Prints	.70
7/24/17	Scanned Images	.20
7/24/17	Production Blowbacks	234.40
7/24/17	E-OMNIVERE LLC - Outside Copy/Binding	3,210.89
7/24/17	Gene Goldmintz, Taxi, OT Uber	10.42

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

33 - Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
7/24/17	Ravi Shankar, Taxi, Overtime transportation.	33.58
7/24/17	Ravi Shankar, Overtime Meals - Attorney, Overtime meal.	15.57
7/25/17	Standard Prints	1.40
7/25/17	Standard Prints	1.20
7/25/17	Standard Prints	6.30
7/25/17	Standard Prints	.30
7/25/17	Standard Prints	11.20
7/25/17	Standard Prints	.10
7/25/17	Standard Prints	.80
7/25/17	Standard Prints	6.20
7/25/17	Standard Prints	.70
7/25/17	Standard Prints	.80
7/25/17	Standard Prints	1.20
7/25/17	Binding	.40
7/25/17	Binding	.20
7/25/17	Binding	.20
7/25/17	Tabs/Indexes/Dividers	4.40
7/25/17	Tabs/Indexes/Dividers	4.00
7/25/17	Color Prints	7.40
7/25/17	Color Prints	.10
7/25/17	Color Prints	.50
7/25/17	Color Prints	.50
7/25/17	Color Prints	.10
7/25/17	Scanned Images	.60
7/25/17	Production Blowbacks	118.60
7/25/17	Production Blowbacks	90.20
7/25/17	Steven Serajeddini, Airfare, New York, NY 07/26/2017 to 07/26/2017, Restructuring	441.20
7/25/17	Steven Serajeddini, Agency Fee, Restructuring	58.00
7/25/17	Steven Serajeddini, Airfare, Chicago, IL 07/26/2017 to 07/26/2017, Restructuring	441.20
7/25/17	Steven Serajeddini, Agency Fee, Restructuring	58.00
7/25/17	Christopher Hayes, Airfare, New York, NY 07/25/2017 to 07/25/2017, GenOn meeting	456.98
7/25/17	David Seligman, Airfare, Newark, NJ 07/25/2017 to 07/26/2017, GenOn Meeting	859.86
7/25/17	David Seligman, Agency Fee, GenOn Meeting	58.00
7/25/17	Steven Serajeddini, Transportation To/From Airport, Restructuring	71.12
7/25/17	Christopher Hayes, Travel Meals, Chicago, IL GenOn meeting	9.91
7/25/17	Christopher Hayes, Travel Meals, Chicago, IL GenOn meeting	5.78
7/25/17	Gene Goldmintz, Taxi, OT Taxi	12.35
7/25/17	AnnElyse Gibbons, Taxi, Overtime taxi.	16.56
7/26/17	Standard Prints	.50
7/26/17	Standard Prints	1.40
7/26/17	Standard Prints	2.80
7/26/17	Standard Prints	1.70
7/26/17	Standard Prints	.10
7/26/17	Standard Prints	.50



Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

## 33 - Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
7/26/17	Standard Prints	.40
7/26/17	Standard Prints	.40
7/26/17	Standard Prints	3.20
7/26/17	Color Prints	.30
7/26/17	Color Prints	.50
7/26/17	Color Prints	.20
7/26/17	Steven Serajeddini, Taxi, Restructuring	20.30
7/26/17	Christopher Hayes, Lodging, New York, NY 07/25/2017 to 07/26/2017, GenOn meeting	330.53
7/26/17	David Seligman, Lodging, New York, NY 07/25/2017 to 07/26/2017, GenOn Meeting	605.93
7/26/17	Christopher Hayes, Rail, Washington, DC 07/26/2017 to 07/26/2017, GenOn meeting	231.00
7/26/17	Christopher Hayes, Agency Fee, GenOn meeting	10.00
7/26/17	Steven Serajeddini, Travel Meals, Flushing, NY Restructuring	5.48
7/26/17	Steven Serajeddini, Travel Meals, Chicago, IL Restructuring	12.32
7/26/17	Christopher Hayes, Travel Meals, New York, NY GenOn meeting	15.13
7/26/17	David Seligman, Travel Meals, New York, NY GenOn Meeting	39.52
7/26/17	AnnElyse Gibbons, Taxi, Overtime taxi.	11.75
7/27/17	Christopher Hayes, Internet, Inflight wi-fi	4.99
7/27/17	David Seligman, Internet, GenOn Meeting	8.99
7/27/17	Standard Prints	6.10
7/27/17	Standard Prints	4.10
7/27/17	Standard Prints	.50
7/27/17	Standard Prints	7.50
7/27/17	Standard Prints	6.20
7/27/17	Standard Prints	.80
7/27/17	Standard Prints	.10
7/27/17	Standard Prints	.30
7/27/17	Standard Prints	.80
7/27/17	Color Prints	.20
7/27/17	Color Prints	.30
7/27/17	Color Prints	1.50
7/27/17	Color Prints	.20
7/27/17	Color Prints	.10
7/27/17	Color Prints	.10
7/27/17	Color Prints	.20
7/27/17	Scanned Images	1.00
7/27/17	Scanned Images	2.00
7/27/17	Scanned Images	6.20
7/27/17	Scanned Images	6.20
7/27/17	Christopher Hayes, Taxi, GenOn meeting	8.30
7/27/17	Christopher Hayes, Taxi, GenOn meeting	14.84
7/27/17	Christopher Hayes, Lodging, Washington, DC 07/25/2017 to 07/26/2017, GenOn meeting	468.31

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

33 - Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
7/27/17	Christopher Hayes, Lodging, Washington, DC 07/26/2017 to 07/27/2017, GenOn meeting	468.31
7/27/17	David Seligman, Lodging, New York, NY 07/26/2017 to 07/27/2017, GenOn Meeting	766.59
7/27/17	Christopher Hayes, Airfare, Chicago, IL 07/27/2017 to 07/27/2017, GenOn meeting	435.57
7/27/17	Christopher Hayes, Agency Fee, GenOn meeting	58.00
7/27/17	Christopher Hayes, Transportation To/From Airport GenOn meeting	58.12
7/27/17	Christopher Hayes, Travel Meals, Washington, DC GenOn meeting	2.60
7/27/17	Christopher Hayes, Travel Meals, Washington, DC GenOn meeting	13.75
7/27/17	Christopher Hayes, Travel Meals, Washington, DC GenOn meeting	6.14
7/27/17	Christopher Hayes, Travel Meals, Washington, DC GenOn meeting	6.84
7/27/17	David Seligman, Travel Meals, New York, NY GenOn Meeting	40.00
7/27/17	PETTY CASHIER, MICHAEL G NEGA SR - Court Costs and Fees, Various copies of court documents.	2.50
7/27/17	AnnElyse Gibbons, Taxi, Overtime taxi.	15.30
7/28/17	Standard Copies or Prints	.20
7/28/17	Standard Prints	2.30
7/28/17	Standard Prints	2.50
7/28/17	Standard Prints	3.90
7/28/17	Standard Prints	1.20
7/28/17	Standard Prints	1.70
7/28/17	Standard Prints	13.60
7/28/17	Standard Prints	17.20
7/28/17	Standard Prints	15.60
7/28/17	Standard Prints	1.80
7/28/17	Standard Prints	19.40
7/28/17	Standard Prints	16.70
7/28/17	Standard Prints	169.00
7/28/17	Standard Prints	.30
7/28/17	Standard Prints	.20
7/28/17	Standard Prints	22.50
7/28/17	Standard Prints	122.00
7/28/17	Binding	.10
7/28/17	Binding	.10
7/28/17	Tabs/Indexes/Dividers	1.20
7/28/17	Tabs/Indexes/Dividers	1.30
7/28/17	Color Prints	1.30
7/28/17	Color Prints	4.20
7/28/17	Color Prints	.60
7/28/17	Color Prints	3.90
7/28/17	Color Prints	.50
7/28/17	Color Prints	.40
7/28/17	Color Prints	1.20
7/28/17	Color Prints	.50
7/28/17	Color Prints	.50

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

33 - Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
7/28/17	Color Prints	2.60
7/28/17	Color Prints	.10
7/28/17	Color Prints	.10
7/28/17	Color Prints	.10
7/28/17	Color Prints	.20
7/28/17	Color Prints	.10
7/28/17	Color Prints	.50
7/28/17	Color Prints	.10
7/28/17	Color Prints	2.60
7/28/17	Color Prints	3.90
7/28/17	Color Prints	.60
7/28/17	Color Prints	.60
7/28/17	Color Prints	.10
7/28/17	Color Prints	.40
7/28/17	Color Prints	.50
7/28/17	Color Prints	.50
7/28/17	Color Prints	.10
7/28/17	Color Prints	.10
7/28/17	Color Prints	.50
7/28/17	Color Prints	2.60
7/28/17	Color Prints	3.90
7/28/17	Color Prints	.60
7/28/17	Color Prints	.60
7/28/17	Color Prints	.40
7/28/17	Color Prints	.10
7/28/17	Color Prints	.50
7/28/17	Color Prints	.50
7/28/17	Color Prints	.10
7/28/17	Color Prints	.10
7/28/17	Color Prints	3.90
7/28/17	Color Prints	5.20
7/28/17	Color Prints	.10
7/28/17	Color Prints	1.00
7/28/17	Scanned Images	2.00
7/28/17	Scanned Images	.10
7/28/17	Production Blowbacks	62.60
7/28/17	E-GX GLOBAL INC - Outside Messenger Service, R/T Courier Court Delivery	59.96
7/28/17	AnnElyse Gibbons, Airfare, New York, NY 07/14/2017 to 07/14/2017, GenOn Hearing.	-601.20
7/28/17	Calendar/Court Services	25.00
7/28/17	Calendar/Court Services	25.00
7/28/17	Gene Goldmintz, Taxi, OT Taxi	11.15
7/29/17	Jamie Aycock, Airfare, Philadelphia, PA 07/31/2017 to 08/01/2017, Witness preparation	900.40
7/29/17	AnnElyse Gibbons, Taxi, Overtime taxi.	12.35

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

33 - Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
7/31/17	E-WEST UNIFIED COMMUNICATIONS SERVICES INC - Teleconference, Teleconference	2.74
7/31/17	E-WEST UNIFIED COMMUNICATIONS SERVICES INC - Teleconference, Teleconference	3.91
7/31/17	E-WEST UNIFIED COMMUNICATIONS SERVICES INC - Teleconference, Telephone conferences.	28.24
7/31/17	E-WEST UNIFIED COMMUNICATIONS SERVICES INC - Teleconference, Conf. Charges through 7-31-2017	11.13
7/31/17	E-WEST UNIFIED COMMUNICATIONS SERVICES INC - Teleconference, Telephone conferences	61.88
7/31/17	E-WEST UNIFIED COMMUNICATIONS SERVICES INC - Teleconference, West Conferencing	64.13
7/31/17	E-WEST UNIFIED COMMUNICATIONS SERVICES INC - Teleconference, Telephone conferences	18.06
7/31/17	E-WEST UNIFIED COMMUNICATIONS SERVICES INC - Teleconference, Services rendered re July 2017 conference calls.	52.45
7/31/17	E-WEST UNIFIED COMMUNICATIONS SERVICES INC - Teleconference, Telephone conference charges	1.12
7/31/17	E-WEST UNIFIED COMMUNICATIONS SERVICES INC - Teleconference, July teleconferences	14.18
7/31/17	E-WEST UNIFIED COMMUNICATIONS SERVICES INC - Teleconference, Telephone Conferences	14.56
7/31/17	E-WEST UNIFIED COMMUNICATIONS SERVICES INC - Teleconference, Teleconference	10.83
7/31/17	E-WEST UNIFIED COMMUNICATIONS SERVICES INC - Teleconference, Teleconferences	3.31
7/31/17	Overnight Delivery, Fed Exp to:Kevin Epstein, HOUSTON,TX from:Maureen McCarthy	40.79
7/31/17	Overnight Delivery, Fed Exp to:Kevin Epstein, HOUSTON,TX from:Maureen McCarthy	40.79
7/31/17	Jamie Aycock, Taxi, Witness prep	12.25
7/31/17	Jamie Aycock, Taxi, Witness prep	18.72
7/31/17	Jamie Aycock, Taxi, Witness prep	6.30
7/31/17	Jamie Aycock, Taxi, Witness prep	34.00
7/31/17	David Seligman, Airfare, New York, NY 08/01/2017 to 08/02/2017, GenOn Meetings	701.80
7/31/17	David Seligman, Agency Fee, GenOn Meetings	58.00
7/31/17	Ravi Shankar, Transportation To/From Airport, Deposition prep.	26.53
7/31/17	Jamie Aycock, Travel Meals, Philadelphia, PA Witness prep	25.00
7/31/17	Jamie Aycock, Travel Meals, Philadelphia, PA Witness prep	2.15
7/31/17	Jamie Aycock, Travel Meals, Houston, TX Witness prep	7.56
7/31/17	Jamie Aycock, Travel Meals, Houston, TX Witness prep	4.01
7/31/17	Jamie Aycock, Parking, Houston, TX Witness prep	44.00
7/31/17	E-COURTALERT.COM INC - Outside Retrieval Service, Document Retrieval	5.55
7/31/17	Gene Goldmintz, Taxi, OT Uber	9.81

Legal Services for the Period Ending July 31, 2017

GenOn Energy, Inc.

33 - Expenses

TOTAL EXPENSES

\$ 238,903.43

**Certificate of Service**

I, Steven N. Serajeddini, certify that on September 1, 2017, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas and served via electronic mail to the below Application Recipients:

A	the Debtors, GenOn Energy, Inc., 804 Carnegie Center, Princeton, New Jersey 08540, Attn: Mark (Mac) A. McFarland (mac@genon.com)
B	co-counsel to the Debtors, Zack A. Clement PLLC, 3753 Drummond Street, Houston, Texas 77025, Attn.: Zack A. Clement (zack.clement@icloud.com)
C	the Office of the U.S. Trustee for the Southern District of Texas, 515 Rusk Street, Suite 3516, Houston, Texas 77002, Attn.: Hector Duran (hector.duran.jr@usdoj.gov), Kevin Epstein (kevin.m.epstein@usdoj.gov) and Diane Livingstone (diane.g.livingstone@usdoj.gov)
D	counsel to NRG Energy, Inc., as administrative agent under the Debtors' secured prepetition revolving facility due 2018, Attn.: Luckey McDowell (luckey.mcdowell@bakerbotts.com), Ian Roberts (ian.roberts@bakerbotts.com), Emanuel Grillo (emanuel.grillo@bakerbotts.com), and Chris Newcomb (chris.newcomb@bakerbotts.com);
E	Davis Polk & Wardwell LLP, as counsel to an ad hoc committee of GenOn Energy, Senior Unsecured Notes and GenOn Americas Generation Senior Unsecured Notes, Attn.: Damian S. Schaible (damian.schaible@davispolk.com), and Angela M. Libby (angela.libby@davispolk.com);
F	Ropes & Gray LLP, as counsel to an ad hoc committee of GenOn Energy, Inc. Senior Unsecured Notes and GenOn Americas Generation Senior Unsecured Notes, Attn.: Keith Wofford (keith.wofford@ropesgray.com), Stephen Moeller-Sally (ssally@ropesgray.com), and Marc B. Roitman (marc.roitman@ropesgray.com); and
G	Quinn Emanuel Urquhart & Sullivan, LLP, as counsel to an ad hoc steering committee of GenOn Americas Generation Senior Unsecured Notes, Attn: David Gerger (davidgerger@quinnemanuel.com), Emily Smith (emilysmith@quinnemanuel.com), Benjamin Finestone (benjaminfinestone@quinnemanuel.com), and Daniel Holzman (danielholzman@quinnemanuel.com).

September 1, 2017

/s/ Steven N. Serajeddini  
Steven N. Serajeddini

**Certificate of Service**

I certify that on September 1, 2017, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ Zack A. Clement

One of Counsel